



Atlantic Portfolio Analytics & Management, Inc.

201 East Pine Street • Suite 600 • Orlando, Florida 32801-2719 USA • 1-407-843-7110 • Fax 1-407-843-7399

P97000094959

November 3, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

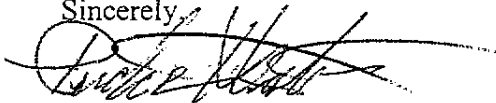
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****172.50 ****172.50

RE: Articles of Incorporation for BHS Management of Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and check for:
\$172.50, Filing Fee, Certified Copy & Certificate.

Sincerely,


Andrew Hatcher, III

Enclosure

FILED
97 NOV -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANDREW HATCHER, III GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. ACCEPTANCE
DATE 11-5-97
DOC. EXAM QW

EFFECTIVE DATE
08-21-97

QW 11-5-97

CERTIFICATE OF DOMESTICATION

The undersigned, JOHN P. SEALL, DIRECTOR,
(Name) (Title)

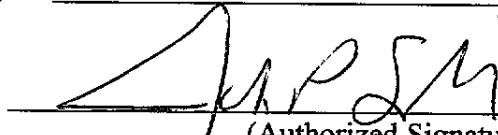
of BHS MANAGEMENT, LTD. CORPORATION a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was August 21, 19 97
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Bahamas
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was BHS MANAGEMENT, LTD. CORPORATION
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is BHS MANAGEMENT OF FLORIDA, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Bahamas / Florida **EFFECTIVE DATE** 08-21-97

I am Director, of BHS MANAGEMENT OF FLORIDA, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 3rd day of November 19 97


(Authorized Signature)
JOHN P. SEALL, DIRECTOR

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BHS MANAGEMENT OF FLORIDA, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be BHS MANAGEMENT OF FLORIDA, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is {1000} shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 201 E. Pine Street, Suite #601, Orlando, Florida 32801, and the name of the initial Registered Agent for the corporation at that address is Andrew Hatcher, III. & ALSO PRINCIPAL OFFICE ADDRESS,

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

EFFECTIVE DATE

08-21-97

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TALLAHASSEE, FLORIDA

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

JOHN P. SEALL
ROBERTA J. HOPKINS
CHRISTIE C. BUTLER

IN WITNESS WHEREOF, the undersigned has hereunto set his her hand and seal on this 28th day of October, 1997.


BHS MANAGEMENT OF FLORIDA, INC.



Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 28th day of October, 1997, by John P. Seall.



Andrew Hatcher, III
REGISTERED AGENT

Notary Public (Seal)
My Commission Expires:

* BY SIGNING ABOVE, I HEREBY ACCEPT THE DUTIES & RESPONSIBILITIES AS REGISTERED AGENT OF THIS CORPORATION.

FILED
97 NOV -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
08-21-97