

P97 0001 000 87

200002353992--5
-11/21/97--01057--016
****122.50 ****122.50

DATE:

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

DEAR SIR:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR:

BSB MANAGEMENT GROUP, INC.

ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50.

IF YOU REQUIRE ANYTHING ELSE PLEASE DO NOT HESITATE TO GIVE
OUR OFFICE A CALL AT 954-796-1900

SINCERELY,



BRUCE S. BUTLER
BUTLER AND COMPANY

P.O. Box 770610
Coral Springs, Fla.

33077-0610

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 AM 9:16

11-25-97
WS

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS:

BSB MANAGEMENT GROUP, INC.
ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTANCE COMMENCING ON THE DATE OF THE FILING OF THESE ARTICLES WITH THE DEPARTMENT OF STATE.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS AS: REAL ESTATE MANAGEMENT

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF \$1.00 PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED COMMON SHARES.

ARTICLE - V - PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER UPON THE SALES OF CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE.

ARTICLE VI - INITIAL REG. OFF. & AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 9709 WEST SAMPLE ROAD, CORAL SPRINGS, FL. 33065 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS BRUCE S. BUTLER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE (1) DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION ARE:

NAME:

ADDRESS:

BRUCE S. BUTLER

9709 WEST SAMPLE ROAD
CORAL SPRINGS, FL. 33065

FILED STATE
SECRETARY OF CORPORATIONS
91 NOV 21 AM 9:16

THE NAME AND THE ADDRESS OF EACH PERSON SIGNING THESE
ARTICLES IS:

ARTICLE IX -- INDEMNIFICATION

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON THIS 18 DAY OF NOVEMBER,
1997.

SUBSCRIBER

SUBSCRIBER

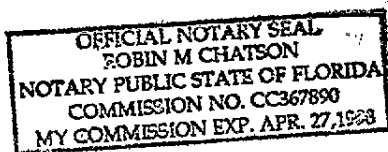
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED:

BRUCE S. BUTLER

BE AND KNOWN BY ME THE PERSONS WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION.
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED
MY OFFICIAL SEAL IN THE STATE AND COUNTY ON THIS 18 DAY OF

NOVEMBER, 1997



Robin M. Chatson

NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMOCILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST - THAT (NAME OF CORPORATION)
BSB MANAGEMENT GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT:
9709 WEST SAMPLE ROAD, CORAL SPRINGS, FL. 33065

STATE OF FLORIDA HAS NAMED BRUCE S. BUTLER (REGISTERED
AGENT) LOCATED AT 9709 WEST SAMPLE ROAD, CORAL SPRINGS, FL.
33065 STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: *[Signature]*
CORPORATE OFFICER

TITLE: PRESIDENT
DATE: NOVEMBER 18, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.

SIGNATURE: *[Signature]*
REGISTERED AGENT

DATE: NOVEMBER 18, 1997

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 AM 9:16