

PA70000101477



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 618351 7108498

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 618351-005

CUSTOMER NO: 7108498

800002361218-- 9

CUSTOMER: Richard J. Alan Cahan, Esq
RICHARD J. ALAN CAHAN, P.A.

C/o Becker & Poliakoff, P.a.
5201 Bluelagoon Dr., Suite 100
Miami, FL 33126

DOMESTIC FILING

NAME: BNB REALTY HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
97 DEC -2 PM 2:43
97 DEC -2 PM 1:20
DIVISION OF CORPORATION

12/2/97

ARTICLES OF INCORPORATION

- OF -

BNB REALTY HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -2 PM 2:43

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND OFFICE BUSINESS ADDRESS

The name of this corporation is **BNB REALTY HOLDINGS, INC.** The principal business and mailing address for the Corporation is c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is **RICHARD J. ALAN CAHAN**, whose address is: **c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GREGORY ROBERTS	c/o Roberts, Isaacs & Co. Bay Street & Victoria Avenue North Nassau, Bahamas

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J. ALAN CAHAN	c/o Becker & Poliakoff, P.A. 5201 Blue Lagoon Drive Suite 100 Miami, Florida 33126

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

CLAUSE X - INDEMNIFICATION

The Corporation and its shareholders agree to indemnify and hold all officers and directors harmless from and against any and all damages, costs, expenses, attorneys fees, court costs, accountants fees and the like incurred by such officers and directors in performing their duties as such.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10 day of December, 1997.

day of December, 1997.



RICHARD J. ALAN CAHAN

STATE OF FLORIDA

:SS.:

COUNTY OF DADE

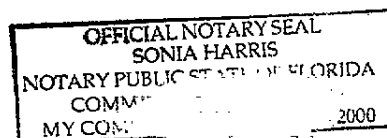
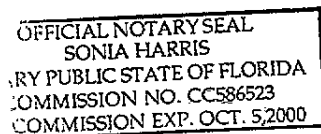
)

BEFORE ME, the undersigned authority, personally appeared **RICHARD J. ALAN CAHAN**, to me known to be the individual described in and who executed the foregoing Articles of Incorporation as subscriber thereto, who is personally known to me, and who did/did not take an oath.

WITNESS my hand and official seal this 15th day of December, 1997.

Sonia Harris

SONIA HARRIS, NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of

BNB REALTY HOLDINGS, INC.

and Made a Part Thereof)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -2 PM 2:43

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, BNB REALTY HOLDINGS, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office as indicated in its Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **RICHARD J. ALAN CAHAN** as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



RICHARD J. ALAN CAHAN
Registered Agent

130370_1