

ALLEN, LANG, MORRISON & CUROTTO, P.A.

ATTORNEYS AT LAW

105 EAST ROBINSON STREET, SUITE 201  
ORLANDO, FLORIDA 32801-1655

POST OFFICE BOX 3628  
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250  
FAX (407) 422-8262

*PG 7000106388*  
December 17, 1997  
VIA FEDERAL EXPRESS

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

Re: BDC MARKHAM, INC.  
~~BDC MARKHAM, LTD.~~  
BDC HOLDINGS INC.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporations, together with original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contribution for BDC Markham, Ltd.

Also enclosed are three checks, two checks each in the amount of \$122.50 representing \$35 filing fee, \$35 registered agent fee and \$52.50 for a certified copy of the Articles of Incorporation for each corporation, and one check for \$140 representing \$52.50 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copies and return the certified copies to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barb*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

08/4589.1/4307/27496

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-12/18/97-01071-016  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 12/18/97 BY 9703  
97 DEC 18 PM 3:30

*file  
1st*

*Call  
When Ready  
12-18-97  
John Hall*

*12/18*

FILED

97 DEC 18 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BDC MARKHAM, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is BDC MARKHAM, INC.

ARTICLE II

DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III

GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V

NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 401 W. Colonial Drive, Suite 7, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is William H. MacArthur.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

William H. MacArthur	401 W. Colonial Dr., Suite 7 Orlando, FL 32804
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**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Incorporator of this corporation is:

William H. MacArthur	401 W. Colonial Dr., Suite 7 Orlando, FL 32804
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**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI  
AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 7th day of October, 1997.

William H. MacArthur  
William H. MacArthur

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 7th day of October, 1997, by WILLIAM H. MacARTHUR, who is personally known to me or who produced W/H (type of identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Coad  
NOTARY PUBLIC  
BARBARA J. COAD  
Print Name  
My Commission Expires:  
Commission Number:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

William H. MacArthur  
William H. MacArthur

FILED  
87 DEC 18 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA