

LAW OFFICE OF
TRACEY SKINNER BROWN

RIVIERA PROFESSIONAL BUILDING
SUITE 305
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222
FACSIMILE (305) 667-0206

February 3, 1998

P980000015880

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: BMS of North Bay Village, Inc.

400002432984--5
-02/17/98--01066--010
****122.50 ****122.50

Dear Sir or Madam:

Enclosed find Articles of Incorporation of BMS of North Bay Village, Inc. to be filed among your records. Also enclosed is my check in the amount of \$122.50 to cover the filing fees. Please return the certified copy of the Articles to me at the above address.

Thank you in anticipation of your cooperation.

Very truly yours,

Tracey S. Brown
Tracey S. Brown

Enclosures

FILED
98 FEB 17 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/18/98 ym

ARTICLES OF INCORPORATION

OF

BMS of NORTH BAY VILLAGE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is BMS of NORTH BAY VILLAGE, INC.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal place of business of the Corporation is 5901 S.W. 74th Street, Suite 205, South Miami, Florida 33143. The initial street address of the Corporation's registered office is 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida, 33146, and the name of its registered agent at such address is Tracey Skinner Brown.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one with the exact number of directors to be specified by the shareholders from time to time. The name and address of the person who is to serve as the sole member of the initial board of directors is:

VICTOR BROWN
5901 S.W. 74th STREET
SUITE 205
SOUTH MIAMI, FLORIDA 33143

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

TRACEY SKINNER BROWN
4675 PONCE DE LEON BLVD.
SUITE 305
CORAL GABLES, FLORIDA 33146

Executed by the undersigned at Coral Gables, Florida on the
12 day of February, 1998.


TRACEY SKINNER BROWN,
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, personally appeared TRACEY SKINNER BROWN, who is personally known to me and is the person described in and who subscribed to the above Articles of Incorporation and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Coral Gables, Dade County, this 12th day of February, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACKNOWLEDGMENT OF APPOINTMENT

BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept Service of Process for the above stated corporation, at 4675 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida, 33146, I hereby accept the appointment as Registered Agent and agree to act in such capacity and agree to comply with all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes, relative to keeping open said office.


TRACEY SKINNER BROWN,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA