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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: BSS II, INC.

AUDIT NUMBER.....H98000005576

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
BSS II, Inc.

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Article II. Address

The mailing address of the Corporation is:
BSS II, Inc.
3003 9th Street
Naples FL 34103 COLLIER

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Richard B. Comiter
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Bruce Sherman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Richard B. Comiter | FL Bar Member 330027
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Richard B. Comiter
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 23, 1998.



RICHARD B. COMITER
by L.A. Uriarte as attorney-in-fact

Richard B. Comiter | FL Bar Member 330027
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

BSS II, Inc.

REGISTERED AGENT/OFFICE:

Richard B. Comiter

250 Australian Avenue, Suite 1100

West Palm Beach FL 33401

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD B. COMITER

by L.A. Uriarte as attorney-in-fact

Date: March 23, 1998

Richard B. Comiter, I FL Bar Member 330027
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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