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CATALANO, FISHER & GREGORY

CHARTERED

ATTORNEYS AT LAW

Northern Trust Building, Suite 404

4001 Tamiami Trail North

Naples, Florida 34103-8702

ANTHONY J. CATALANO
A. ALSTON FISHER, JR.
C. NEIL GREGORY

(941) 262-8000
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March 25, 1998

VIA FEDERAL EXPRESS

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-03/26/98-01099-018

***122.50 ***122.50

Secretary of State
Division of Corporations
Dept. of State
409 East Gaines Street
Tallahassee, FL 32399

RE: BSG, Inc.

Gentlemen:

Enclosed please find the following with respect to the above-captioned corporation:

Original and one copy of Articles of Incorporation together with
Registered Agent Certificate.

Also enclosed is our check in the amount of \$122.50 to be applied as follows:

| | |
|------------------------------|------------------|
| Filing Fee | \$ 35.00 |
| One Certified Copy | 52.50 |
| Registered Agent Designation | 35.00 |
| | <u>\$ 122.50</u> |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

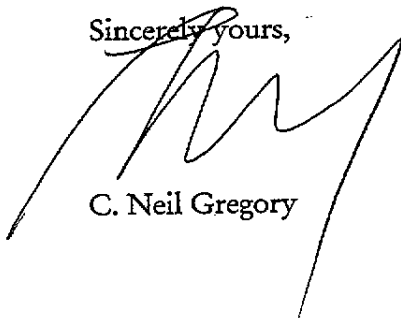
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The certified copy of the Articles of Incorporation should be returned to the undersigned.

Should you have any questions concerning the enclosed, please give me a call.

Sincerely yours,



C. Neil Gregory

CNG/mn
Enclosures

TA-3/30/98

ARTICLES OF INCORPORATION

OF _____

BSG, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is BSG, Inc. and the address of the principal office is:

4200 Gulf Shore Blvd. North
Naples, Florida 34103

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue Ten Thousand (10,000) shares, all of one class, One (\$1.00) Dollar par value.

ARTICLE V

The address of its initial registered office is 4001 Tamiami Trail North, Suite 404, Naples, FL 34103-8702 and the name of its initial registered agent at said address is C. Neil Gregory.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The name and address of the incorporator is:

NAME

ADDRESS

C. Neil Gregory

4001 Tamiami Trail North, Suite 404
Naples, FL 34103-8702

DATED: 3/25/98


C. NEIL GREGORY, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


C. NEIL GREGORY
Registered Agent

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TALLAHASSEE, FLORIDA