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April 27, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: B & G Elysium, Inc.

Dear Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed corporation.

Also enclosed is our firm's trust account check in the amount of \$122.50 for the filing fees and a certified copy as follows:

Filing Fee	\$ 70.00
Certified Copies	<u>52.50</u>
TOTAL	\$122.50

Please file these Articles in the Secretary of State's records and return a certified copy of the Articles to our office. Enclosed is a return envelope for your convenience.

Should you have any questions, please do not hesitate to contact our office.

Sincerely yours


KERRY L. EZROL

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cc: Mr. Gust Miller

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
B & G ELYSIUM, INC.

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DIVISION OF CORPORATIONS
98 MAY -4 AM 9:42

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this Corporation shall be **B & G ELYSIUM, INC.**, a Florida corporation.

ARTICLE 2

This Corporation shall have perpetual existence.

ARTICLE 3

The general purposes for which the Corporation is organized are as follows:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with the foregoing business.

2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

3. To carry out any business, occupation, undertaking, enterprise and exercising any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, and as amended.

ARTICLE 4

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares. Such shares shall be of single class, and shall have a par value of ONE (\$1.00) DOLLAR.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:


(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE 5

The street address of the initial registered office of the Corporation is: c/o Josias, Goren, Cherof, Doody & Ezrol, P.A., 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, FL 33308, and the name of its initial registered agent at such address is Kerry L. Ezrol.

I hereby accept to act as registered agent, and agree to comply with the provision of said Act relative to keeping open said office.


KERRY L. EZROL
(Registered Agent)

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DIVISION OF CORPORATIONS
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ARTICLE 6

The address of the principal office of the Corporation is: 11412 East Tamiami Trail, Naples, Florida 34113.

ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation are two (2). The name and address of the person who is to serve as a member of the initial Board of Directors are:

GUST MILLER
11412 East Tamiami Trail
Naples, Florida 34113

BILL QUILLINAN
11412 East Tamiami Trail
Naples, Florida 34113

ARTICLE 8

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than five (5) Directors. The sole Director named above shall have the power to approve and adopt the Bylaws of this Corporation until his successor is elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the Bylaws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice President, Secretary, Treasurer, and such other officers and agents as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE 9

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE 10

A. Stockholder Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the

event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the Bylaws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 11

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE 12

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. Notwithstanding the amending process contained in Paragraph A above, amendments may be made upon written approval by all of the Stockholders.

ARTICLE 13

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business, and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of a Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE

CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL
OFFICE OF THE CORPORATION."

ARTICLE 14

The name and address of the incorporator is:

GUST MILLER
11412 East Tamiami Trail
Naples, Florida 34113

DATED: April 28, 1998

Gust Miller
GUST MILLER

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