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FLORIDA DIVISION OF CORPORATIONS

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103727002525

ACCT#:

CONTACT: JANIS ELDRIDGE  
PHONE: (904) 630-5384

FAX #:

(904) 353-1673

NAME: ~~BANKSIDE SERVICES (AMERICAS) INC.~~ ~~BSA, Inc.~~ BSSA, Inc.

AUDIT NUMBER.....H98000008625

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

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 13, 1998

LEBOEUF, LAMB, GREENE & MACRAE

SUBJECT: BSA, INC.  
REF: W98000010270

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THE CONFLICT IS "BSA CORPORATION", FILED ON 5/19/93. THE DOCUMENT NUMBER IS S67930.

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Tracy Augsburg  
Document Specialist

FAX Aud. #: H98000008625  
Letter Number: 298A00025227

ARTICLES OF INCORPORATION  
OF  
~~BANKSIDE SERVICES, AMERICA, INC.~~  
~~XXXXXXXXXX~~  
BSSA, INC.

ARTICLE I - NAME

The name of this Corporation is ~~Bankside Services, America, Inc.~~  
~~XXXX XXXXXXXX~~ BSSA, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of this Corporation is 2655 L Jeune Road, Suite 541, Coral Gables, Florida 33134.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Thomas E. Gibbs.

Prepared By:  
Thomas E. Gibbs, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, Florida 32202  
(904) 354-8000  
Bar No.: 282154

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ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be four (4) and the name and address of each person who is to serve as a member thereof is:

John M. Murphy  
Jesters, 91 Kippington Road  
Sevenoaks, Kent, TN13 2LW, England

Peter E. Grove  
Beauford House, 15 St Botolph Street  
London, EC3A 7PA, England

Richard G. Carter  
Beauford House, 15 St Botolph Street  
London, EC3A 7PA, England

Timothy R. Butcher  
Dundrod, St. Georges Avenue  
Weybridge, Surry, KT13 0DA, England

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Thomas E. Gibbs,  
50 N. Laura Street, Suite 2800, Jacksonville, FL 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 6th day of May, 1998.



Thomas E. Gibbs  
Incorporator

Prepared By:  
Thomas E. Gibbs, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, Florida 32202  
(904) 354-8000  
Bar No.: 282154

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

~~That Bankside Services (American) Inc.~~ ~~BSAxxxx~~ BSSA, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Coral Gables, State of Florida, has named Thomas E. Gibbs, located 50 N. Laura Street, suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

  
Thomas E. Gibbs  
Incorporator

May 6, 1998  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Thomas E. Gibbs, hereby agrees to act in this capacity, and Thomas E. Gibbs further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Thomas E. Gibbs

May 6, 1998  
Date

JK124110.1

Prepared By:  
Thomas E. Gibbs, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
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