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GREENBERG
ATTORNEYS AT LAW
TRAURIG

FILED
98 MAY 27 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 26, 1998

Via Federal Express

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Filing of Articles of Incorporation - ER Capital, Inc. & BC Ventures, Inc.*

To the Florida Department of State:

000002536910--9
-05/27/98--01081--012
****245.00 ****122.50

Enclosed please find one manually executed and one photo copy of the articles of incorporation for the above referenced entities. Also, enclosed please find a check in the amount of \$245 to cover the cost of filing fees, registered agent and certified copy. Please file immediately with the State and return a certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,

Michele Turton
Paralegal

Encls.

cc: Todd Rumberger, Esq.

ORLANDO/TURTONM/43124/x9w011.DOC/5/26/98

P. Hall

MAY 27 1998

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 MAY 27 AM 11:53

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
BC VENTURES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **BC VENTURES, INC.**

ARTICLE II - PURPOSE

The purpose for which the corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office, as well as the principal address of the corporation is 3025 Silver Star Road, Suite 107, Orlando, Florida 32808, and the initial registered agent of the corporation at that address is Inga K. Carr.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Inga K. Carr	3025 Silver Star Road Suite 107, Orlando, Florida 32808

ARTICLE VI - INDEMNIFICATION

The corporation may, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended, repealed and supplemented from time to time, indemnify any and all directors and officers of the corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>Name of Director</u>	<u>Capacity</u>	<u>Address</u>
Russell T. Carr	President	3025 Silver Star Road Suite 107 Orlando, FL 32808
Inga K. Carr	Treasurer/ Secretary	3025 Silver Star Road Suite 107 Orlando, FL 32808

ARTICLE VIII - INITIAL OFFICERS

The names and address of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, and qualified, subject, however, to prior death, resignation, retirement, or removal from office, are:

<u>Name and Address</u>	<u>Office</u>
Russell T. Carr 3025 Silver Star Road Suite 107 Orlando, Florida 32808	President
Michael P. Balsamo 3025 Silver Star Road Suite 107 Orlando, FL 32808	Vice President
Inga K. Carr 3025 Silver Star Road Suite 107 Orlando, FL 32808	Treasurer/Secretary

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument
this 18th day of May, 1998.

By: Inga K. Carr
Inga K. Carr
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **BC VENTURES, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3025 Silver Star Road, Orlando, Florida 32808, has named Inga K. Carr, as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: May 18, 1998

Inga K. Carr
Inga K. Carr, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA