



THE UNITED STATES
CORPORATION
COMPANY

P98000048383

ACCOUNT NO. : 072100000032

REFERENCE : 836495 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : May 29, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 836495-005

CUSTOMER NO: 4303929

200002541052--1

CUSTOMER: Myrna Golinsky, Legal Asst.
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: BMI FINANCIAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 9:12

RECEIVED
98 MAY 29 PM 1:14
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BMI FINANCIAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 9:12

ARTICLE I

The name of the corporation is BMI FINANCIAL, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1320 S. Dixie Highway, Sixth Floor, Miami, Florida, 33146

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is seven (7), and the names and addresses of the members of the initial Board of Directors who are to serve as the Corporation's director until their successors are duly elected and qualified are:

Antonio M. Sierra	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146
Leonard J. Pelletiere	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146
Rosario P. Duncan	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146
Henry Fernandez-Silva	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146
Carlos Garcia-Velez	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146
Manuel Cornide	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146
Anthony F. Sierra	1320 S. Dixie Highway, 6 th Floor, Miami, FL. 33146


ARTICLE VII

The name of the Incorporator is Bonnie J. Moncada and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27 day of May, 1998.



Bonnie J. Moncada
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BMI FINANCIAL, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: Karen B. Rozar
_____, Registered Agent

Karen B. Rozar, As Its Agent
DATED: May 29 1998.

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