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7/30/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BNN, INC.

AUDIT NUMBER.....H98000014100

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

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
BNN, INC.**

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be BNN, INC. The principal place of business and address is 11716 SW 90 Terrace, Miami, Florida, 33186.

ARTICLE II

Duration

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III

Purpose

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

Registered Agent and Office

The name and office address of this corporation's initial registered agent is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

PREPARED BY:
LEE C. SCHMACHTENBERG, ESQ.
1533 SUNSET DRIVE, SUITE 201
CORAL GABLES, FL 33143
(305) 666-4676
FLORIDA BAR NO. 175843

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ARTICLE VI
Incorporator

The name and address of the incorporator is Lee C. Schmachtenberg, 1533 Sunset Drive, Suite 201, Coral Gables, Florida, 33143.

ARTICLE VII
Board of Directors

The corporation shall have a Board of Directors consisting of three (3) persons. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The names and address of the initial member(s) of the Board of Directors of this corporation: Mayda Kopper, Karla Zedan and Herman F. Kopper, 11716 SW 90 Terrace, Miami, Florida, 33186.

ARTICLE VIII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IV
Amendments

The power to adopt, alter, amend or repeal these Articles of Incorporation and the Bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 29th day of July, 1998.


Lee C. Schmachtenberg, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.


Lee C. Schmachtenberg, Registered Agent

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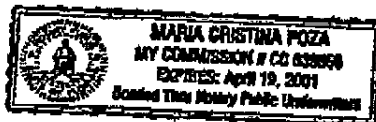
STATE OF FLORIDA)
) ss
 COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **Lee C. Schmachtenberg**, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 29th day of July, 1998.


 Notary Public, State of Florida

My Commission Expires:



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