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Fax Number : (850) 922-4001
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Account number : 076247002423
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BTI ACQUISITION CORP.

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Friday, July 31, 1998

11:19 AM

8/1/98

ARTICLES OF INCORPORATION
OF
BTI ACQUISITION CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: BTI ACQUISITION CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 888 East Las Olas Blvd., Fort Lauderdale, FL 33301.

STEVEN I. WEINBERGER, ESQ., FL BAR # 0135585
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of capital stock, consisting of 1,000 shares of common stock, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, FL 33301

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ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Steven I. Weinberger, Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 31st day of July 1998.



Steven I. Weinberger, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BTI ACQUISITION CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 888 East Las Olas Blvd. Fort Lauderdale, Florida, 33301, has named South Florida Registered Agents, Inc. whose address is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(a Florida corporation)

BY: Beverly F. Bryan
BEVERLY F. BRYAN, PRESIDENT

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