

9/15/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: B.B.C.Z., INC.

AUDIT NUMBER.....H98000017183

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15/98

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B.B.C.Z. INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be B.B.C.Z, INC., (the Corporation).

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

This Corporation is authorized to issue a maximum of ONE HUNDRED (100) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

1

Prepared by Christopher Parrella; Bar No. (635830) No.
799 Brickell Plaza # 700
Miami, FL 33131 (305) 358-4500

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The corporation is to have perpetual existence.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

RESTRICTION ON STOCK TRANSFER

If any shareholder at any time desires to sell, transfer, encumber, or otherwise dispose of his shares of the corporation, he shall first offer his shares to the Corporation and then to the shareholders.

ARTICLE VII

1244 STOCK

The shares of this corporation may be issued pursuant to the provisions of Section 1244, Title 26 of the Internal Revenue Code so that the shareholders may receive the benefits thereunder.

ARTICLE VIII

The address of the Corporation's initial registered office and the name of its registered agent at such address is as follows:

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CHRISTOPHER PARRELLA
799 BRICKELL PLAZA, SUITE 700, MIAMI, FL., 33131

ARTICLE IX

Board of Directors

The number of the Board of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE X

Initial Directors

MICHAEL BORDACK
1511 EAST COMMERCIAL BOULEVARD
SUITE 147
FT. LAUDERDALE, FLORIDA 33334

ARTICLE XI

Incorporators

The name and post office address of the Incorporators executing these Articles of Incorporation is as follows:

MICHAEL BORDACK
1511 EAST COMMERCIAL BOULEVARD
SUITE 147
FT. LAUDERDALE, FLORIDA 33334

ARTICLE XII

ADDRESS

The initial street address of the principal office of this corporation in the State of

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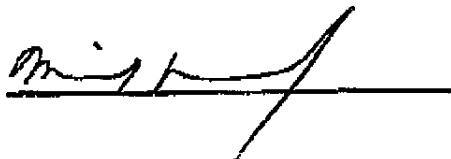
Florida is 1511 East Commercial Boulevard, Suite 147, Ft. Lauderdale, FL., 33334 and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made. The Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such member of the corporation.

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

A handwritten signature in black ink, appearing to be "Miss", is written over a horizontal line.


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STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me
this 15 day of September, 1998, by Michael Bordack and
_____ who is (are) personally known to me and
who did take an oath that they are the persons who executed these Articles of
Incorporation, and acknowledged the Articles to be the act and deed of the
subscribers and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this
15th day of September, 1998.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:
(SEAL)



ROBERT S. BLUM
My Commission CC524628
Expires Jan. 15, 2000

Commission Number: _____

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CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

Pursuant to Chapter 48.09 of the Florida Statutes, the undersigned hereby designates Christopher A. Parrella, as its Registered Agent to accept service of process within this State.


 Christopher A. Parrella

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the state of Florida and agrees to comply with the provisions of law applicable to said designation.

BY: Christopher A. Parrella, 799 Bickell Pl. #200 Miami, FL 33131
 Insert Name and Address of Registered Agent

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