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LAW OFFICES
ROBERT W. STEWART, P.A.

1110 BRICKELL AVENUE
PENTHOUSE ONE
MIAMI, FLORIDA 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADMITTED:
FLORIDA AND DISTRICT OF
COLUMBIA

TELEPHONE: (305) 358-7272
TELECOPIER: (305) 358-7755

November 24, 1998

EFFECTIVE DATE
11-24-98

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: BDJ Enterprises, Inc.

800002696658--2
-11/25/98--01061--014
****122.50 ****78.75

Dear Sir/Madam:

Enclosed for filing please find:

1. Two Original counterparts of the Articles of Incorporation of the above-referenced corporation;

2. A check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50), payable to the Secretary of State, representing the following:

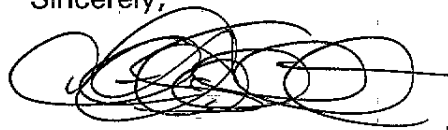
Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Resident Agent Fee	\$ <u>35.00</u>

TOTAL \$ 122.50

Once the original Articles have been filed, kindly forward the certified copy to this office in the self-addressed stamped envelope provided herewith for your convenience.

If I may be of any further assistance in regard to the aforementioned, please feel free to contact our office.

Sincerely,



Claire M. Scott,
Legal Assistant

JP Hall

DEC-3 1998
(6)

ARTICLES OF INCORPORATION
OF
BDJ ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

Article I.

EFFECTIVE DATE

11-24-98

CORPORATE NAME

The name of the corporation shall be BDJ ENTERPRISES, INC.

Article II.

MAILING ADDRESS

The mailing address of the corporation shall be 5830 La Gorce Drive, Miami Beach, Florida 33140.

Article III.

AUTHORIZED SHARES

The number of shares the corporation is authorized to issue shall be 10,000 shares with a par value of \$1.00 per share.

Article IV.

CLASSES OF SHARES

The corporation is authorized to issue one class of shares that together shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

Article V.

PREFERENCES

The board of directors shall not have any authority to establish any series of shares or to fix or determine any preferences, limitations or relative rights of shares issued by the corporation.

Article VI.

PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

Article VII.

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 999 Brickell Avenue, Suite 1006, Miami, Florida 33131. The initial registered agent at that office is Robert W. Stewart, P.A.

Article VIII.

INCORPORATORS

The name and address of the incorporator is:

Brian O'Neil
5830 La Gorce Drive
Miami Beach, Florida 33140

Article IX.

DIRECTORS

The name and address of the individual who is to serve as the initial director is:

Brian O'Neil
5830 La Gorce Drive
Miami Beach, Florida 33140

Article X.

PURPOSE

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

Article XI.

INDEMNIFICATION

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Fla. Stat. 607.0850.

Article XII.

BY LAWS

The power to adopt, alter amend or repeal by-laws is reserved to the shareholders of the corporation.

Article XIII.

RESTRICTIONS ON TRANSFER OF SHARES

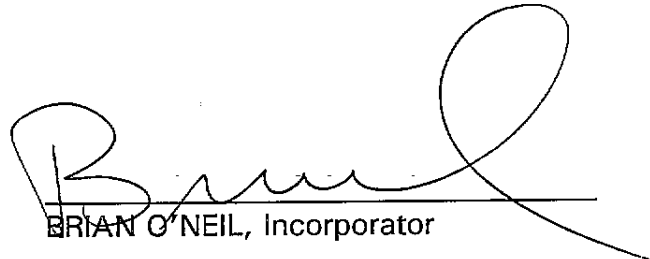
Any transfer of shares of the corporation shall obligate the shareholder first to offer the corporation and the other shareholders, consecutively, an opportunity to acquire the shares proposed for transfer.

Article XIV.

EFFECTIVE DATE


The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In witness whereof this instrument has been executed the 24th day of November, 1998.

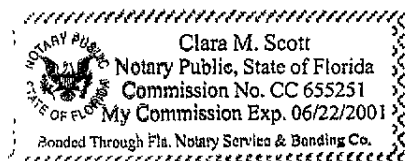

BRIAN O'NEIL, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24th day of November, 1998 by BRIAN O'NEIL who presented A FLORIDA DRIVERS LICENSE as identification and who did take an oath.


NOTARY PUBLIC, State of Florida at Large

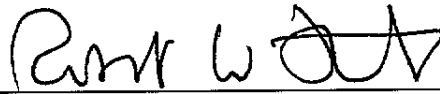
My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

The undersigned hereby accepts appointment as registered agent for the above corporation and affirms that he is familiar with, and accepts, the obligations of that position.

ROBERT W. STEWART, P.A.

A handwritten signature in black ink, appearing to read "Robert W. Stewart", written over a horizontal line.

ROBERT W. STEWART, President
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA