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Law Offices

Kenneth J. Lowenhaupt, P.A.

Galloway Professional Park

7765 S.W. 87th Avenue

Suite 201

Miami, Florida 33173

Kenneth J. Lowenhaupt, Esq.
Kristine A. Sawyers, Esq.
Howard Brownstein, Paralegal

Telephone: (305) 412-5636
Facsimile: (305) 412-5630
FL Watts: (800) 232-0558
FL Watts Fax: (800) 801-8530

January 19, 1999

VIA FEDERAL EXPRESS

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122.50 **78.75

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

Re: **Articles of Incorporation for BPME, Inc.**

Dear Clerk:

Enclosed please find check # ³²⁵³⁷ in the amount of \$122.50 for filing fees and a certified copy of the above referenced corporation.

If you have any questions concerning this matter, please feel free to contact me.

Sincerely,

Sara George

Sara George
Legal Assistant to
Kenneth J. Lowenhaupt, Esq.

FILED
99 JAN 22 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-27-99

**ARTICLES OF INCORPORATION
OF
BPME, INC.**

FILED
99 JAN 22 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to do business in the State of Florida, hereby form a corporation in accordance with the laws of the State of Florida and hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME.

The name of the corporation shall be: **BPME, INC.**

ARTICLE II. DURATION.

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE.

The purpose of the corporation is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general corporation in any way. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. CAPITAL STOCK.

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of single class common stock, and shall have a par value of One and 00/100 Dollars (\$1.00) per share.

ARTICLE V. CAPITALIZATION.

The amount of capital with which the corporation will begin shall not be less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE.

The address of the corporation's principal office shall be: 17140 Arvida Parkway, Suite B, Weston, Florida 33332.

The registered agent is: Filiberto Herdocia

ARTICLE VII. CORPORATE POWERS.

The corporation shareholders have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS.

The names and addresses of each person signing these Articles of Incorporation as a subscriber are:

Bruce Mains 1301 Camallia Circle, Weston, Florida 33326

Filiberto Herdocia 10893 SW 153rd Court, Miami, Florida 33196

ARTICLE IX. DIRECTORS.

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the initial directors are:

President:: Filiberto Herdocia 10893 SW 153rd Court, Miami, Florida 33196

Vice-President: Bruce Mains 1301 Camallia Circle, Weston, Florida 33326

Secretary: Filiberto Herdocia 10893 SW 153rd Court, Miami, Florida 33196

Treasurer: Bruce Mains 1301 Camallia Circle, Weston, Florida 33326

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be four (4) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be an authorized number of directors until such number is changed by bylaw adopted by the shareholders.

ARTICLE X. BYLAWS.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that

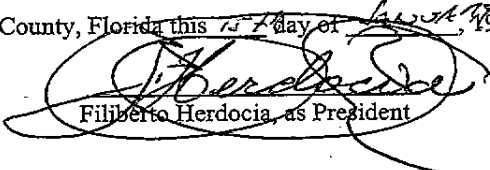
adoption, bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION.

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Weston, Florida, Broward County, Florida this 15th day of JANUARY, 1999

witness


Filiberto Herdocia, as President

witness

STATE OF FLORIDA)

)ss:

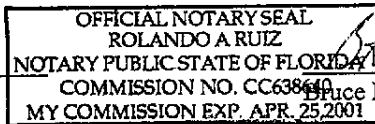
COUNTY OF BROWARD)

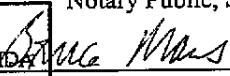
BEFORE ME, the undersigned authority, on this 15th day of JANUARY, 1999 personally appeared Filiberto Herdocia who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:


Notary Public, State of Florida

witness




Bruce Mains, as Vice- President

witness

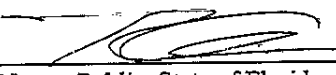
STATE OF FLORIDA)

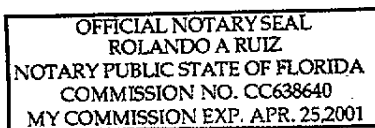
)ss:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, on this 15th day of JANUARY, 1999 personally appeared Bruce Mains who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:


Notary Public, State of Florida



**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT OF**

FILED

99 JAN 22 PM 4:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statute 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following in designating the office/registered agent in the State of Florida.

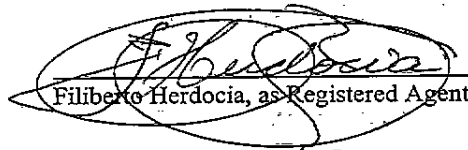
1. The name of the corporation is: BPME, Inc.
2. The name of the registered agent is: Filiberto Herdocia
3. The address of the registered agent: 10893 SW 153rd Court, Miami, Florida 33196

ACCEPTANCE.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.

DATED this 15th day of JANUARY, 1999

witness

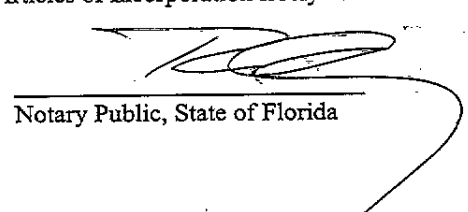

Filiberto Herdocia, as Registered Agent

witness

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, on this 15th day of JANUARY, 1999, personally appeared Filiberto Herdocia who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:



Notary Public, State of Florida

