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CORPORATION(S) NAME

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BMG Palm Beach, Inc.

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

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TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
BMG PALM BEACH, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation shall be BMG Palm Beach, Inc.

ARTICLE II
Registered Agent and Registered Office

The initial Registered Office of the corporation is 1177 Kane Concourse, Miami Beach Vacation Resort, Bay Harbor, Florida 33154. The name of the initial Registered Agent of this corporation at the Registered Office is Neil S. Sazant.

ARTICLE III
Principal Address

The street and mailing address of the initial principal office of the corporation is 181 Ocean Avenue, Palm Beach Shores, Florida 33404-5761.

ARTICLE IV
Incorporator

The name of and address of the incorporator is as follows:

Bruce M. Goldstein
181 Ocean Avenue
Palm Beach Shores, Florida 33404-5761

ARTICLE V
Purpose

The corporation has a general business purpose and may engage in any lawful act or activity in which a corporation may engage under the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Shares

The aggregate number of shares of stock that the corporation has authority to issue is 10,000, with a par value of \$.01 per share. All such shares shall be designated as the corporation's "Common Stock".

ARTICLE VII

No Preemptive Rights

No shares of any class of stock of the corporation shall entitle the holders thereof to any preemptive rights to subscribe for or purchase additional shares of that class or series or any other class or series of the corporation now or hereafter authorized or issued.

ARTICLE VIII

No Cumulative Voting

In all elections for directors, each shareholder shall have one vote for each share of stock held. There shall be no cumulative voting by the shareholders of the corporation.

ARTICLE IX

Limitation of Director Liability

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, a Director of this corporation shall not be personally liable to the corporation or its Shareholders for monetary damage for breach of fiduciary duty as a Director.

ARTICLE X

Affiliated Transactions

A. This corporation shall not be governed by the provisions of Florida Statutes Section 607.0901, as now enacted or hereinafter amended, with respect to Affiliated Transactions.

B. To the fullest extent permitted by applicable law, no contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or having a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

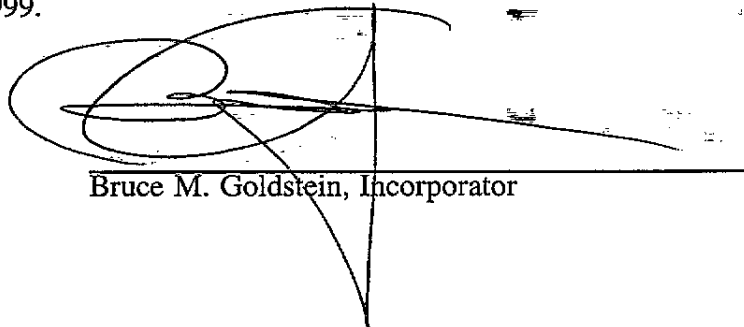
C. To the fullest extent permitted by applicable law, common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Control-Share Acquisitions

The Company shall not be governed by the provisions of Florida Statutes Section 607.0902, as now enacted or hereinafter amended, with respect to Control-Share Acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his signature this ____ day of March, 1999.



Bruce M. Goldstein, Incorporator

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 the obligations of my position as registered agent.

Nail Bryant
Signature/Registered Agent

3/17/99
Date

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