

P990000042215

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BSCU Services Corp

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*****78.75 *****78.75

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 10 PM 1:50

RECEIVED
99 MAY 10 AM 10:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

MAY 10 1999

99 MAY 10 PM 1:50

ARTICLES OF INCORPORATION
OF

BSCU SERVICES CORP.

The undersigned hereby acknowledges the following Articles of Incorporation by and under the provisions of the Statutes of the State of Florida, and specifically, Chapter 607, Fla. Stat., providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: **BSCU SERVICES CORP.**

ARTICLE II

The effective date of the corporate existence of this corporation shall be from the date of the filing of this charter with the Secretary of State of the State of Florida; and this corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To operate and carry out such business as is deemed appropriate for the Corporation by its Board of Directors and to perform all acts necessary and proper to carry on such business.

B. To develop, build, manufacture, process, compound or otherwise produce, purchase, lease, exchange, take, receive or

otherwise acquire, own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, --equipment, --apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares, and merchandise of every kind, nature and description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.

C. To purchase, lease, exchange, take, receive or otherwise acquire, own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, -distribute or otherwise deal in and dispose of property, whether real, personal or mixed, or every kind, character and description whatsoever and wheresoever situated, or any interest therein.

D. To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any buildings or other structures located on real property which is owned, held or leased by the Corporation or in which it has any interest whatsoever.

E. To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar

to those hereinabove set forth, which a corporation may legally render.

F. To purchase, lease, exchange, take, receive or otherwise acquire, all or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transfer, or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferror.

G. To develop, apply for, register, obtain licenses in respect of; purchase, lease, exchange, take, receive or otherwise acquire, own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, sell,

lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, contract with reference to, any and all inventions, devices, formulae, technical or business information, including trade secrets, know-how, processes, software, rights therein, whether tangible or intangible, improvements and modifications thereof, letters patent and all rights connected therewith or pertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, concessions, or other rights granted by or recognized under the laws of any country, state, county, municipality, or governmental unit, development, division, agency, authority or instrumentality.

H. To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, own, hold, use, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, any stock, bond, or other security, evidence of obligation or indebtedness of any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of this Corporation; and while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income and other rights accruing on or from such property, possess and exercise in respect

thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, aid by loan, subsidy, guaranty or in any other manner, financially or otherwise, and do any other acts or things designed to protect, preserve, improve or enhance the value of any such property.

I. To purchase, exchange, take, receive, or otherwise acquire, own, hold, use or otherwise have an interest in or deal with, sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Florida Business Corporation Act or these Articles of Incorporation and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.

J. To lend money or aid, or extend credit, to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality on such terms and conditions and with whatever security, if any, it desires.

K. To enter into and make, to perform and carry out, cancel and rescind, or let lapse, contracts and agreements of every kind and description, including contracts with credit unions whether or

not shareholders of the Corporation, for purposes not inconsistent with these Articles.

L. To act as an agent, representative, or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

M. To borrow or raise money and, from time to time, without limit as to amount, draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such mortgages on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the Corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

N. To guarantee the obligations of, and to lend its aid and credit to, any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority, or instrumentality, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the Corporation, whether real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

O. To enter into with any one or more persons, firms, corporations, countries, states, countries, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any general or limited partnership.

P. To lend money and use its credit to assist its employees.

Q. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

R. To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, including, but not limited to, licensure and provision of services and products as an insurance agent or agency in the State of Florida or such other locations as may be determined in the discretion of the Board of Directors.

S. To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act, within or without the State of Florida.

T. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

U. The foregoing clauses may be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the power of the Corporation.

V. To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient for attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such are permitted to be done by Corporations organized under the Florida Business Corporation Act.

W. In addition to the objects aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

X. This Corporation shall have all other rights, powers, authority, and privileges which may be now or hereafter enjoyed by similar corporations under the present and future laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is 5,000 at a par value of \$1.00 per share.

ARTICLE V

The address of the initial registered office of the Corporation is BSCU Services Crop., 1879 N. State Road 7, Lauderdale, FL 33313 and the name of its initial registered agent at such address is James A. Ray.

ARTICLE VI

The number of Directors shall be no less than three nor more than fifteen with the names and addresses of the persons who are to serve as the initial Board of Directors of the Corporation until

the first Annual Meeting of the Shareholders or until their successors are duly elected or shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James A. Ray	1879 N. State Road 7 Lauderhill, FL 33313
Robert Caplan	3244 N.W. 27th Avenue Boca Raton, FL 33434
Dr. Dorothy J. Orr	600 S.E. 3rd Avenue Ft. Lauderdale, FL 33316
Dr. Kenneth S. Ross	13082 N.W. 11th Court Sunrise, FL 33323
Dr. Colin Battles	2880 N.E. 24th Street Apt. 408 Pompano Beach, FL 33062

ARTICLE VII

The name and address of the Incorporator is:

James A. Ray	1879 N. State Road 7 Lauderhill, FL 33313
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ARTICLE VIII

The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary or convenient, as determined in the sole discretion of the Board of Directors.

ARTICLE IX

The Corporation shall indemnify each officer, incorporator, or director, to the full extent permitted by the laws of the State of Florida limited only as set forth in the By-laws. The Corporation shall defend, indemnify and hold such officer, incorporator, or director harmless of and from any claims which may be presented

against him arising out of his official actions on behalf of the Corporation or the furtherance of the Corporation's business. This indemnification shall be made so long as the actions to be indemnified were undertaken in good faith for the best interests of the Corporation to be determined in the sole discretion of the disinterested members of the Board of Directors.

ARTICLE X

The original incorporator of this Corporation shall have the right, after the organization of same, to assign and deliver his subscription of stock herein to any other persons who may hereafter become subscribers to the capital stock of this Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all of the rights, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida and the execution of this power.

ARTICLE XI

These Articles of Incorporation and the By-Laws of the Corporation may be amended by the Board of Directors of the Corporation as provided in the By-laws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of May, 1999.



JAMES A. RAY

STATE OF FLORIDA)
COUNTY OF BROWARD)

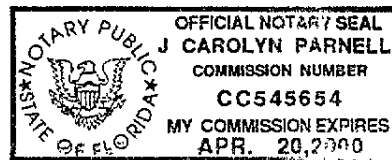
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take

acknowledgements, personally appeared JAMES A. RAY to me known and well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

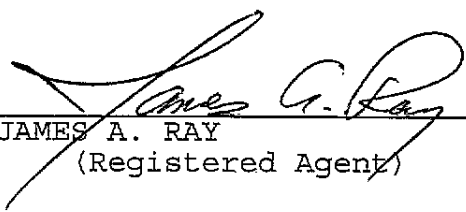
In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--That desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the articles
of incorporation at City of Fort Lauderdale,, County of Broward,
State of Florida has named JAMES A. RAY, located at 1879 N.
State Road 7, City of Lauderhill, County of Broward, State of
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby agree to act in this capacity, accept appointment thereto,
and agree to comply with the provision of said Act relative to
keeping open said office.

BY:


JAMES A. RAY

(Registered Agent)