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JOHN C. GESCH

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September 29, 1999

via FedEx  
Tracking No. 8132 1440 9848

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

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-09/30/99-01064-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attn: New Filings Section

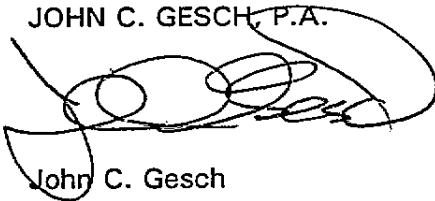
Re: BMW OPERATIONS CORPORATION

Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Registered Agent for the above-referenced corporation. I am also enclosing check # 103 in the amount of \$78.75 in payment of filing fees, designation of registered agent and one certified copy of Articles.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag  
Enclosures

FILED  
1999 SEP 30 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BMW OPERATIONS CORPORATION**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **BMW OPERATIONS CORPORATION.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of five dollar (\$5.00) par value common stock. There will be two (2) classes of stock, to-wit: one (1) voting share and ninety-nine (99) non-voting shares.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V. ADDRESS**

The initial post office address of the principal office of this corporation is 4219 Nova Lane, Lantana, Florida 33462.

#### ARTICLE VI. SUBSCRIBERS

The names and addresses of the subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BENJAMIN TOWNEND	4219 Nova Lane Lantana, Florida 33462
MICHAEL R. TOWNEND, SR.	4615 Woodmere Lane Lantana, Florida 33463

The number of shares of stock they agree to take and the value of the consideration therefor is:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
BENJAMIN TOWNEND	1 (voting)	\$5.00
MICHAEL R. TOWNEND, SR.	99 (non-voting)	\$495.00

#### ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one (1) directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
BENJAMIN TOWNEND	4219 Nova Lane Lantana, Florida 33462

#### ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of

Vice-Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	BENJAMIN TOWNEND 4219 Nova Lane Lantana, Florida 33462
Vice-President	MICHAEL R. TOWNEND, SR. 4615 Woodmere Lane Lantana, Florida 33463
Secretary-Treasurer	MICHAEL R. TOWNEND, SR. 4615 Woodmere Lane Lantana, Florida 33463

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

#### ARTICLE IX. MANAGEMENT

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of BENJAMIN TOWNEND.

#### ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

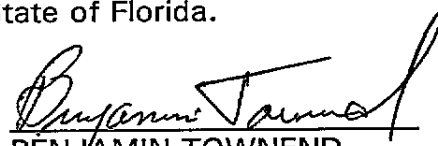
#### ARTICLE XI. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those

persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 28 day of September, 1999, for the purpose of forming this corporation under the laws of the State of Florida.

  
BENJAMIN TOWNEND

  
MICHAEL R. TOWNEND, SR.

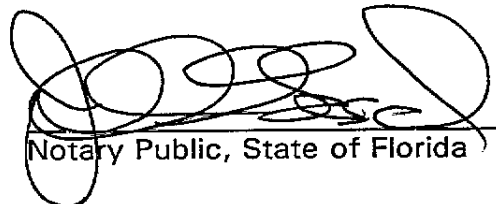
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of September, 1999, by BENJAMIN TOWNEND, and MICHAEL R. TOWNEND, SR., who ( ☒ ) are personally known to me or ( ) produced their valid Florida driver's license as identification.



JOHN C. GESCH  
COMMISSION # CC 707376  
EXPIRES JAN 22, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida

(notary seal)

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 **BMW OPERATIONS CORPORATION**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Lantana, County of Palm Beach, State of Florida, has named **BENJAMIN TOWNEND**, located at 4219 Nova Lane, Lantana, Florida 33462, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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

  
BENJAMIN TOWNEND

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED