

ACCOUNT NO. : 072100000032

REFERENCE:

430198 5030952

AUTHORIZATION:

COST LIMIT : \$ 78.75

ORDER DATE: October 25, 1999

ORDER TIME : 11:26 AM

ORDER NO. : 430198-005

300003025233--9

CUSTOMER NO: 5030952

CUSTOMER: Mr. Andrew I. Lewis

PHILLIPS EISINGER & KOSS, PHILLIPS EISINGER & KOSS,

Suite 265 South

4000 Hollywood Boulevard Hollywood, FL 33021

DOMESTIC FILING

NAME:

B.D.M. AMERICA CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

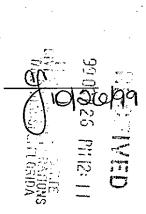
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF B.D.M. AMERICA CO.

SECRETARY OF STATE DIVISION OF CORPORATIONS

99 OCT 26 PM 2: 11

ARTICLE I NAME

The name of this corporation shall be:

B.D.M. AMERICA CO.

ARTICLE II DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is 12141 S.W. 119th Place, Miami, Florida 33186.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is JORGE L. PIEDRA, ESQ.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director is:

Director's Name

<u>Director's Address</u>

MARIA DEL CARMEN SERRA

12141 S.W. 119th Place Miami, Florida 33186

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles as Incorporator is JORGE L. PIEDRA, ESQ., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of October, 1999.

JORGE L. PIEDRA, ESQ., Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 22nd DAY OF OCTOBER, 1999.

By:

JORGE L. PIEDRA, ESC

DIVISION OF CORPORATIONS

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