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To:

**Division of Corporations
Fax Number : (850) 922-4001**

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA****FLORIDA PROFIT CORPORATION OR P.A.****BGD, INC.**

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N. Culligan DEC 13 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 1999

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SUBJECT: BGD, INC.
REF: W99000028214

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION**ARTICLE I - CORPORATE NAME:**B G D, INC.**ARTICLE II - CORPORATE POWERS:**

It may do any lawful business a corporation can do in Florida. If a P.A., its main occupation is _____

ARTICLE III - AUTHORIZED CAPITAL:

It authorizes 5,000 common shares of \$1 par value. It will issue 500 Shares initially.

ARTICLE IV - INITIAL INCORPORATOR, DIRECTOR, REGISTERED AGENT, ADDRESS:Name: BRYAN G DAVISStockholder % 100

Street _____

Address: 3648 N. ANDREWS AVE.Soc S # 002-26-4068OAKLAND PARK, FL 33309Titles: PRES. DIR

Fax # _____

Name: _____

Stockholder % _____

Street _____

Address: _____

Soc S # _____

Phone # _____

Titles: _____

Fax # _____

NAME: Michael Block

Stockholder % None

275 E Oakland Park Blvd.

Soc S # 103-32-5061

Ft. Lauderdale, FL 33334

Phone # (954)566-7540

Title: VP of Accounting

Fax # (954)5667541

The last person above makes, subscribes and files these Articles to Form a Florida corporation. He accepts the positions of incorporator and resident agent and related statutory duties, including accepting service of process for the corporation. His address is the principal corporate address.

INCORPORATOR/RESIDENT AGENT


SIGNATURE

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