## Division of Gorpora 6 6 0 0 0 0 0 0 7 7 6 3 9 Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

BDV Acquisition Sub, Inc.

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PAGE 01/05

CT CORPORATION SYSTM

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# ARTICLES OF INCORPORATION OF BDV ACQUISITION SUB, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

#### ARTICLE I

The name of the Corporation is BDV Acquisition Sub, Inc.

### ARTICLE II Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 701 East Joppa Road. Towson, Maryland 21286.

#### ARTICLE III Shares

The Corporation shall have authority to issue 100 shares of common stock, par value \$0.01 per share ("Common Stock"). Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held on all matters submitted to the shareholders for a vote.

### ARTICLE IV Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that address is CT Corporation System.

#### ARTICLE V

The name and address of the incorporator are:

<u>Name</u>

Address.

Olga M. Pina

c/o Fowler White Boggs Banker P.A. 501 East Kennedy Blvd., Suite 1700 Tampa, FL 33602

#### ARTICLE VI Initial Director

The Corporation initially shall have one (1) director, who shall serve until the first annual meeting of the shareholders or until his successor or successors are elected and qualify, whose name and address is:

Name

Address

Charles E. Fenton

701 East Joppa Road Towson, Maryland 21286

#### ARTICLE VII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages, including but not limited to liability for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such excamption from liability or limitation thereof is not permitted under the Florida Business Corporation Act, as amended from time to time.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to anthorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs included in this Article VII shall not adversely affect any right or protection of a director or officer of the Corporation existing pursuant to such paragraphs at the time of such repeal or modification.

## ARTICLE VIII Amendments

The Corporation reserves the right at any time to amend, alter, or repeal any provision of these Articles of Incorporation, as the same may be amended from time to time.

### ARTICLE IX Effective Date

The effective date of filing of these Articles of Incorporation shall be upon filing.

2

Dated this  $22^{nd}$  day of February, 2006.

Name: Olga M. Pina
Title: Incorporator

3

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for BDV Acquisition Sub, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 22nd day of February, 2006.

REGISTERED AGENT:

CT Corporation System

BU Counte Bu

Name: Cruyic Brune Title: Authorized Agent

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4