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Stugin and Camner

PROFESSIONAL ASSOCIATION
SUITE 700
550 BILTMORE WAY
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4884
FAX (305) 442-2389

July 14, 1997

VIA FEDERAL EXPRESS

Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/16/97--01070--007
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find two signed copies of the Articles of Incorporation for BFC Services, Inc. as well as a check in the amount of \$122.50 in payment of the required fees. Please file the original and return the certified copy to me using the enclosed self-addressed, stamped envelope.

Please call me if you have any questions about this filing.

Very truly yours,

Bridget Wong

Bridget Wong

BAW/liz
Enclosures

JUL 17 1997 BSB

FILED
97 JUL 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
BFC SERVICES, INC.

FILED
97 JUL 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "BFC SERVICES, INC."

ARTICLE II

The principal office and mailing address of this corporation is 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, \$.01 par value.

ARTICLE VI

The street address of the initial registered office is 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134. The name of the corporation's registered agent at such address is Marc Lipsitz.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than one.

ARTICLE VIII

The number of directors constituting the initial Board of Directors is two, whose names and addresses are:

Alfred R. Camner
550 Biltmore Way
Suite 700
Coral Gables, Florida 33134

Earline G. Ford
550 Biltmore Way
Suite 700
Coral Gables, Florida 33134

ARTICLE IX

The name and address of the incorporator is Marc Lipsitz, 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

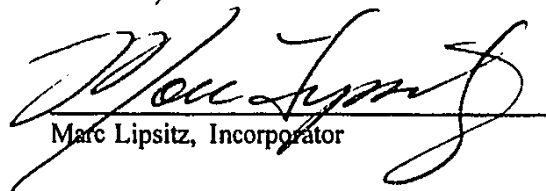
ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

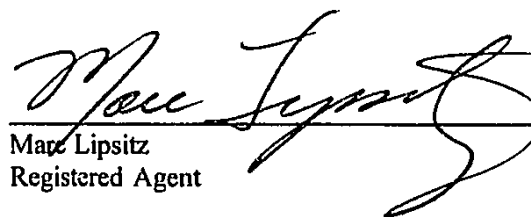
ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Marc Lipsitz, being the Incorporator of BFC Services, Inc. make and file these Articles of Incorporation this 15th day of JULY, 1997.

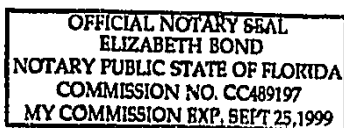

Marc Lipsitz, Incorporator

IN WITNESS WHEREOF, I, Marc Lipsitz, having been named the Registered Agent to accept service of process for BFC Services, Inc. at the place designated in these Articles of Incorporation, 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 obligations of my position as Registered Agent this 15th day of JULY, 1997.


Marc Lipsitz
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 15th day of JULY, 1997, by Marc Lipsitz, Incorporator and Registered Agent, who is personally known by me.




Notary Public, State of Florida

FILED
97 JUL 16 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA