

P99000022237

SINGER AND ZANE, P.A.
NORTHPOINT CORPORATE CENTER
701 NORTHPOINT PARKWAY
SUITE 330
WEST PALM BEACH, FLORIDA 33407

JEFFREY P. ZANE*
MICHAEL S. SINGER, J.D., LL.M.

*MEMBER OF
FLORIDA & NEW YORK BAR

TELEPHONE (561) 471-1002
NATIONWIDE (800) 226-1484
TELEFAX (561) 471-5777

March 3, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

300002795653--8
-03/05/99-01049-002
*****245.00 *****78.75

Re: B. Twelve, Inc./Q. Ten, Inc.


Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-named corporations, along with a check to cover the following expenses:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50 x 2 = \$245.00

Please return the certified copies to our office. Thank you for your attention to this matter. Should have any questions, please do not hesitate to contact our office.

Very truly yours,


Patti K. Babka,
Legal Assistant

Enclosures as Stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 1:44

ARTICLES OF INCORPORATION

OF

B. TWELVE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 1:44

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this corporation is B. TWELVE, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

This Corporation may engage in any activity or business permitted under the Laws of the State of Florida and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

4.02 The minimum amount of paid-in capital with which the corporation shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

ARTICLE FIVE

5.01 The street address of the initial corporate office of the corporation is 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Michael S. Singer, Esquire, 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is Michael S. Singer, Esquire, 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Michael S. Singer	701 Northpoint Parkway Suite 330 West Palm Beach, FL 33407


ARTICLE EIGHT

Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

The effective date of this corporation shall be the filing date of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this 27 day of March, 1999.

By 
MICHAEL S. SINGER
Incorporator

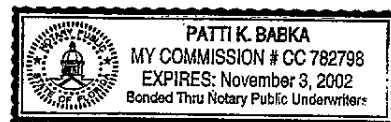
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared MICHAEL S. SINGER, to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-named County and State this 3rd day of March, 1999.

Patti K. Babka
Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

**Certificate Designating Place of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom Process May be Served and Names
and Addresses of the Officers and Trustees.**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes.

B. TWELVE, INC., a corporation organized under the laws of the State of Florida, with its principal office at 701 Northpoint Parkway, Suite 330, West Palm Beach, FL 33407, has named MICHAEL S. SINGER, ESQUIRE, located at 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407, as its agent to accept service of process within this State.

OFFICERS

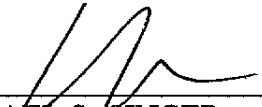
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael S. Singer	President Secretary/ Treasurer	701 Northpoint Parkway Suite 330 West Palm Beach, FL 33407

DIRECTORS

Michael S. Singer	701 Northpoint Parkway Suite 330 West Palm Beach, FL 33407
-------------------	--

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in the office as required by law.



MICHAEL S. SINGER
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR -5 PM 1:44