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May 10, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 MAY 24 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ref: B4 INTERNATIONAL, INC.

Dear Sir/Madam:

I attach the original and one copy of the Articles of Incorporation for B4 INTERNATIONAL, INC., together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely yours,

WILLIAM J. MESSETT IV

B4 INTERNATIONAL, INC.
7700 N. Kendall Drive, Ste. 304
Miami, FL 33156

000003265250--5
-05/24/00--01060--006
*****122.50 *****78.75

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

F. GIBSON JUN 1 2000

The foregoing instrument was acknowledged before me this 16th day of May, 2000, by WILLIAM J. MESSETT IV, who is personally known to me or who has produced identification.



PETER MACDONALD

ARTICLES OF INCORPORATION

of
B4 INTERNATIONAL, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

B4 INTERNATIONAL, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>RICHARD D. LOTHARIUS</u>		
ADDRESS	<u>7750 MINDELLO ST</u>		
CITY	<u>CORAL GABLES</u>	FLORIDA	ZIP <u>33143</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>B4 INTERNATIONAL, INC</u>		
ADDRESS	<u>7700 N. KENDALL DR, STE 304</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33156</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

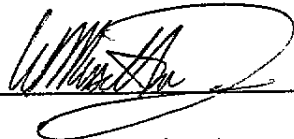
NAME	<u>WILLIAM J. MESSETT IV</u>		
ADDRESS	<u>7700 N. KENDALL DR. STE 304</u>		
CITY	<u>MIAMI</u>	STATE <u>FL</u>	ZIP <u>33156</u>
NAME	<u>WILLIAM J. MESSETT III</u>		
ADDRESS	<u>7700 NO. KENDALL DR, STE 304</u>		
CITY	<u>MIAMI</u>	STATE <u>FL</u>	ZIP <u>33156</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	WILLIAM J. MESSETT IV		
ADDRESS	7700 N. KENDALL DR., STE 304		
CITY	STATE	ZIP	
MIAMI	FL	33156	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____, 19 _____.

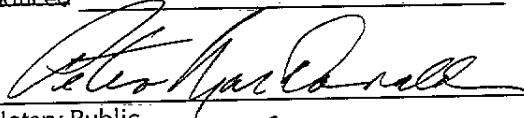
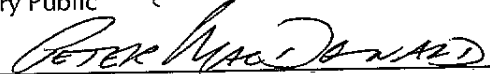

 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) ss.
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16th day of May, 2000, by **WILLIAM J. MESSETT IV**, who is personally known to me or who has produced _____ as identification.

(SEAL)




 Notary Public


CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

B4 INTERNATIONAL, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 7750 MINDELLO ST
COOK L GABLES, FL 33143

has named RICHARD D. LOTHARIUS
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

[Signature]
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 21, PM 2:39

FILED