



PO10000088637

ACCOUNT NO. : 072100000032

REFERENCE : 464240 4330152

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajota

ORDER DATE : September 7, 2001

ORDER TIME : 10:42 AM

ORDER NO. : 464240-010

CUSTOMER NO: 4330152

100004578081--3

CUSTOMER: Ms. Lisa G. Brown
Kilpatrick Stockton, Llp.

1001 West Fourth Street

Winston-salem, NC 27101

DOMESTIC FILING

NAME: BIBBY FINANCIAL SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
01 SEP 10 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 SEP 10 PM 12:13
TO BE ACKNOWLEDGE
SUFFICIENCY OF FILING

PS 9/10/01

**ARTICLES OF INCORPORATION
OF
BIBBY FINANCIAL SERVICES INC.**

FILED
01 SEP 10 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for the purposes of forming a business corporation.

1. The name of the corporation shall be Bibby Financial Services Inc. (the "Corporation").

2. The principal place of business/ mailing address of the Corporation is 2240 Woolbright Road, Suite 354, Boynton Beach, Florida 33426.

3. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Title XXXVI of the Florida Statutes.

4. The Corporation shall have authority to issue five million (5,000,000) shares of Common Stock, no par value per share.

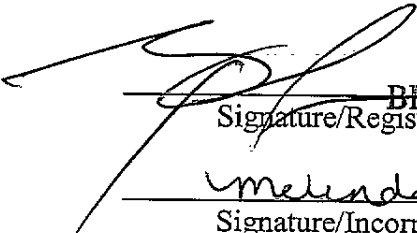
5. The names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Trevor Rex Patching	Packington House, 3-4 Horse Fair, Banbury, Oxfordshire OX16 OAA, United Kingdom
Ian Downing	105 Duke Street, Liverpool L1 5JQ, United Kingdom
Jay Brian Atkins	2240 Woolbright Road, Suite 354 Boynton Beach, Florida 33426

6. The name and Florida street address of the registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607.

7. The name and address of the Incorporator is Melinda Davis Lux, 1001 West Fourth Street, Winston-Salem, North Carolina 27101-2400.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


BRIAN COURTNEY, ASST. V.P.
Signature/Registered Agent

9/10/01
Date

Melinda Davis Dux
Signature/Incorporator

9/7/01
Date

WINLIB01:906584.1

FILED
01 SEP 10 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA