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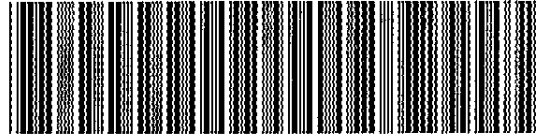
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CORPORATIONS
TALLAHASSEE, FLORIDA

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03 JAN 17 PM 2:23

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. By B PRODUCTS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 17 PM 2:23

B y B PRODUCTS, INC.

ARTICLE

The name of the corporation is B y B PRODUCTS, INC.

ARTICLE II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 600 shares at Ten Dollars (\$10.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Principal Office and Agent

The street address of the initial principal office of this corporation is
7951 N.W. 21ST ST. MIAMI registered agent at this address is
ANTONIO J. ULPAN.

ARTICLE VI - Initial Board of Directors

This corporation shall have 3 director (s) 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. The name and address of the initial director (s) of the corporation is/are:

ANTONIO UIPAN
7951 N.W. 21ST STREET
MIAMI, FL. 33122

CESAR JUAN BETTOCCHI IBARRA
AVE JAVIER PRADO ESTE 1320 OF. 3 C
LIMA, PERU

JORGE ARMANDO BUSTAMANTE ZAVALA
AVE JAVIER PRADO ESTE 1320 OF. 3C.
LIMA, PERU

ARTICLE VII - Initial Officers

The name and address of the initial officers of the corporation are:

President

CESAR JUAN BETTOCCHI
AVE JAVIER PRADO ESTE 1320 OF. 3C.
LIMA, PERU

Vice-President

ANTONIO UIPAN
7951 N.W. 21ST STREET
MIAMI, FL. 33122

Secretary

JORGE ARMANDO BUSTAMANTE ZAVALA
AVE JAVIER PRADO ESTE 1320 OF. 3C.
LIMA, PERU

Treasurer

JORGE ARMANDO BUSTAMANTE ZAVALA
AVE JAVIER PRADO ESTE 1320 OF. 3C.
LIMA, PERU

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is:

ANTONIO UIPAN
7951 N.W. 21ST STREET
MIAMI, FL. 33122

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 15TH DAY OF JANUARY, 2003


ANTONIO UIPAN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE JAN 17 PM 2:24

Persuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **B y B PRODUCTS INC.**
2. The name and address of the registered agent and office is:

ANTONIO UJIAN
7951 N.W. 21ST STREET
MIAMI, FL. 33122

SIGNATURE _____

TITLE Vice PRESIDENT _____

DATE JANUARY 15TH, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE JANUARY 15TH, 2003

REGISTERED AGENT FILING FEE: \$35.00