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(((H95000000380))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
DEPARTMENT OF STATE ONE FINANCIAL PLAZA
STATE OF FLORIDA SUITE 2300
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000
TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-BUTLER
FAX: (904) 922-4000 PHONE: (305) 467-1964
FAX: (305) 467-2264

(((H95000000380))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BUYING POWER CORPORATION
FAX AUDIT NUMBER: H95000000380 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/10/1995 TIME REQUESTED: 15:24:26
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072164000350

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TEL: 305-467-2264

FAX AUDIT NO. H95000000380

ARTICLES OF INCORPORATION
OF
BUYING POWER CORPORATION

FILED
JAN 10 1995
CLERK OF COURT
JAN 10 1995
JAN 10 1995

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Buying Power Corporation.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 940 Sweetwater Lane, Apartment 217, Boca Raton, Florida 33431.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

Fax Audit No. H95000000380

Prepared by: Kipnis Teacher Lippman Valinsky & Kain

One Financial Plaza, Suite 2308

Fort Lauderdale, FL 33394

(305) 467-1964

Jay L. Valinsky

Florida Bar No. 0625109

9999/94-14107

Fax Audit No. H95000000380

ARTICLE IV

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Terry Ritchie
940 Sweetwater Lane
Apartment 217
Boca Raton, Florida 33431

ARTICLE V

INCORPORATOR

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

Terry Ritchie
940 Sweetwater Lane
Apartment 217
Boca Raton, Florida 33431

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308

9999/94-14107 Fort Lauderdale, FL 33394

(305) 467-1964

Jay L. Valinsky, Florida Bar No. 0625109

Fax Audit No. H95000000380

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

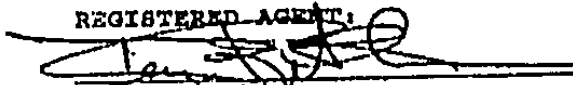
This Corporation expressly elects not to be governed by Section 607.902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:


Terry Ritchie

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Terry Ritchie

THESE ARTICLES ARE EFFECTIVE JANUARY 10, 1994

Fax Audit No. H95000000380

Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, FL 33394
(305) 467-1964
Jay L. Valinsky, Florida Bar No. 0625109

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(((H95000001865))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
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TALLAHASSEE, FL 32399 CONTACT: PATRICIA FOX-BUTLER
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(((H95000001865))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: BUYING POWER CORPORATION
FAX AUDIT NUMBER: H95000001865 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/15/1995 TIME REQUESTED: 09:46:26
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NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
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P.02

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FAX AUDIT NO. H95000001865

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BUYING POWER CORPORATION

The Articles of Incorporation of Buying Power Corporation, a Florida corporation (the "Corporation"), are hereby amended as follows:

Article I is deleted in its entirety and substituted by the following:

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: International Buying Power Corp.

The foregoing was adopted by the written consent of the sole director and all the shareholders of the Corporation on February 8, 1995, pursuant to Sections 607.0821 and 607.0704, Florida Statutes. Dated as of February 10, 1995.


Terry Ritchie, President

FAX AUDIT NO. H95000001865
Prepared by: Kipnis Tescher Lippman Valinsky & Kain
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Ft. Lauderdale, FL 33394
(305) 467-1964
Jay Valinsky FL Bar No. 0625109

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TEL:305-467-2264

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Feb 15.95 13:03 No.004 P.02
Feb 15.95 19:57 No.020 P.02

FEB-14-85 TUE 15:50

P.03

PAX AUDIT NO. H95000001865

STATE OF FLORIDA)
COUNTY OF DALLAHER) ss:

The foregoing instrument was acknowledged before me this 10th day of February, 1985 by Terry Ritchie as President of Buying Power Corporation, a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Florida Records as identification and did/did not take an oath.

Notary Public:

sign Robert S. Saraga
print Robert S. Saraga
State of Florida at Large (usual)
My Commission Expires:



OFFICIAL SEAL
ROBERT S. SARAGA
My Commission Expires
April 28, 1988
Comm. No. CO 196809

PAX AUDIT NO. H95000001865
Prepared by: Kipnis Tenchar Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
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(305) 467-1964
Jay Valinsky FL Bar No. 0625109

FEB 15 1985 13:03 NO.004 P.03
FEB 13 1985 19:57 NO.020 P.03

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