

TRANSMITTAL LETTER

P 98000002686

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

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-01/08/98--01069--006
****122.50 ****122.50

SUBJECT: BIO-N-BUY INC.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
1-2-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JAN -8 AM 7:43
FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Lior BEN-SHIMUEL
Name (Printed or typed)

20225 NE 34TH Delmistn CT. APT 2112
Address

AVENTURA, FLORIDA 33180
City, State & Zip

305-948-6229
Daytime Telephone number

F. CHESSEY JAN 12 1998

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
BID-N-BUY INC.

EFFECTIVE DATE
1-2-98

20225 NE 34TH Delvista Ct. Apt. 2112
Aventura, Florida 33180

FILED
98 JAN -8 AM 7:43
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be **BID-N-BUY, INC.**

ARTICLE II. DURATION

This corporation shall exist on a perpetual basis commencing on the date of the signing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of conducting any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, said shares having a par value One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI. FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or here after, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VII. VOTING RIGHTS

Except as other wise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VIII. DIRECTORS AND OFFICERS

The corporation shall have two (2) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less then two (2). The name and address of the initial Board of Directors are as follows:

President: Lior Ben-Shmuel 20225 NE 34th Delvista Ct. Apt.2112
Vice President: Jennifer Quigley Aventura, Florida 33180

ARTICLE IX. INCORPORATOR

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

Lior Ben-Shmuel 20225 NE 34th Delvista Ct. Apt. 2112
Aventura, Florida 33180

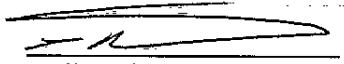
ARTICLE X. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Lior Ben-Shmuel 20225 NE 34th Delvista Ct. Apt. 2112
Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 2nd day of ~~September~~, 1998

January



Lior Ben-Shmuel

State of Florida)
County of Dade) ss:

I HEREBY CERTIFY that before me, personally appeared, **Lior Ben-Shmuel**, to me known to be the person described in and who executed the for going Articles of Incorporation and ecknowledged before me that he executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this ___ day of ~~September~~, 1998

January

Notary Public
State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -8 AM 7:43

FILED

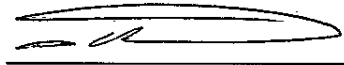
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First----That **BID-N-BUY, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **LIOR BEN-SHMUEL**, as its agent to accept and service of process within the State. , at 20225 NE 34 DELVISTA APT 2112 AVENTURA, FL 33180

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Lior Ben-Shmuel