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BASIC AMENDMENT

B.L.P., INC.

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ATTN: CAROL MUSTAIN 4/25/05

AS REQUESTED, ITEM 4 HAS BEEN REVISED TO STATE THAT "SHAREHOLDER APPROVAL WAS NOT REQUIRED". PLEASE FILE AND PROVIDE US WITH A CERTIFIED COPY.

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Handwritten notes:
11-25-05
C. Mustain

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
B.I.P., INC.**

Pursuant to Section 607.1007 of the Florida Statutes, B.I.P., Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on the 1st day of April, 2005. Shareholder approval was not required;
2. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name and the principal place of business and mailing address of this Corporation shall be:

B.I.P., INC.
8995 N.W. 12th Street
Miami, Florida 33172

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ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.001 per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

1401 Brickell Avenue, Suite 825
Miami, Florida 33131

The name of the registered agent of this Corporation at that address shall be:

William L. Rafferty, Jr., Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors which shall have three (3) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Enrico Baldovini	8995 N.W. 12 th Street Miami, Florida 33172
Ezio Salvoni	8995 N.W. 12 th Street Miami, Florida 33172
Attilio Brambilla	8995 N.W. 12 th Street Miami, Florida 33172

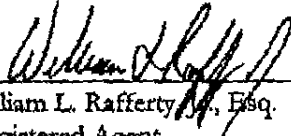
IN WITNESS WHEREOF, the undersigned President of B.I.P., Inc. has made and subscribed these Amended and Restated Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, as of this 21ST day of April, 2005.


Enrico Baldovini, President

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, B.I.P., Inc. having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1401 Brickell Avenue, Suite 825, Miami, Florida 33131, has named William L. Rafferty, Jr., Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
William L. Rafferty, Jr., Esq.
Registered Agent