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LAW OFFICES OF
LANCE JOSEPH ESQ. P.A.
THE MARCUS CENTER
9990 S.W. 77th Avenue
Penthouse 9
MIAMI, FLORIDA, 33156
305/ 667-0700

FAX TO: 305/ 596-6140

September 7th 2000

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****122.50 ****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32399

Att: New corporate filings

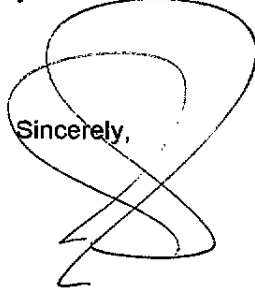
To whom it may concern:

Please find enclosed the filing fee(s), plus an original and one copy of the Articles of Incorporation for the following corporations:

COMPANY B, Inc.

Please return the recorded copy to the address printed above. Thank you in advance for your assistance.

Sincerely,



Lance Joseph

FILED
00 SEP 11 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 13 2000

**ARTICLES OF INCORPORATION
FOR
COMPANY B, Inc.**

ARTICLE ONE- NAME OF CORPORATION

The name of the Corporation is: **COMPANY B, Inc.**

ARTICLE TWO- DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE THREE- PURPOSE

This corporation is organized for the purpose of conducting any lawful business enterprise.

ARTICLE FOUR- CAPITAL STOCK

This corporation is authorized to issue **100 shares** of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE FIVE- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase their pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which it is offered to others.

ARTICLE SIX- STREET ADDRESS OF CORPORATION

The Initial street address of this corporation is:

222 SW 57th Terrace, Hollywood, FL. 33023

FILED
00 SEP 11 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN- INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time according to the By-laws. The name and address of the initial Board of Directors of this corporation is:

President: **Sandra Tierney, 222 SW 57th Terrace, Hollywood, FL. 33023**

ARTICLE EIGHT- INCORPORATOR

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

Sandra Tierney, 222 SW 57th Terrace, Hollywood, FL. 33023

ARTICLE NINE- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN- AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained In these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned Officer(s) and Director(s) has executed these Articles of Incorporation this 31 day of August, 2000


Sandra Tierney, President/director

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Sandra Tierney**, () known to me personally or () identified by _____, and she acknowledged before me that she executed these Articles of Incorporation.



Notary Public, State of Florida at large

My commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 11 AM 9:23

FILED

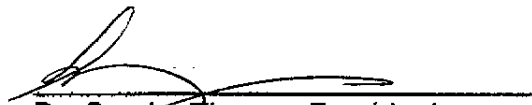
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE. NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

COMPANY B, Inc., under the laws of the State of Florida, has named:

Sandra Tierney, 222 SW 57th Terrace, Hollywood, FL. 33023

as its statutory Registered Agent. Having been named the statutory Registered Agent of the above-named corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


By: Sandra Tierney, President

Dated this 31 day of August, 2000