

F98000004589

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AmeriClub International Inc. dba B.B.I.M.C.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

200002605762--8
-03/03/98 -01103--001
*****70.00 *****70.00

Brian Gauthier
(Name of Person)

W98-17572

AmeriClub Intl. Inc.
(Firm/Company)

400 Trailridge Dr.
(Address)

Richardson Tx. 75081
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Brian Gauthier at (972) 437-3373
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 3, 1998

BRIAN GANTHIER
AMERICLUB INTERNATIONAL, INC.
400 TRAILRIDGE DR.
RICHARDSON, TX 75081

SUBJECT: AMERICLUB INTERNATIONAL, INC.
Ref. Number: W98000017572

We have received your document for AMERICLUB INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name on line one of the application should match the name on the certificate exactly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 198A00040534

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Ameri Club ~~Intl~~ Inc. dba B.G.I.M.D.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 75-269-130-9
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/7/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Pending (ASAP)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 400 Trailridge Dr.
Richardson Tx. 75081
(Current mailing address)
8. Transact any lawful business for which corporations may be incorporated in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Brian Gauthier
- Office Address: 11401 Pines Blvd #174
Pembroke Pines, Florida, 33026
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: Brian Gauthier

Address: 400 Trailridge Dr.
Richardson TX 75081

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: Brian Gauthier

Address: 400 Trailridge Dr.
Richardson TX 75081

Vice President: _____

Address: _____

Secretary: Catherine Gauthier

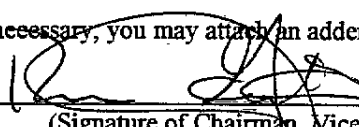
Address: 400 Trailridge Dr.
Richardson TX 75081

Treasurer: Brian Gauthier

Address: 400 Trailridge Dr.
Richardson TX 75081

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian Gauthier President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

AMERICLUB INTERNATIONAL INC.

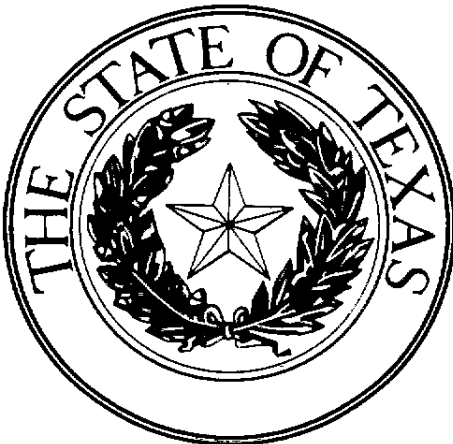
Assumed Name: BGIMD

File No. 4132781-00

were filed in this office and a certificate of incorporation was issued to this corporation
and no certificate of dissolution is in effect and the corporation is currently in existence

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DIVISION OF CORPORATIONS



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 24, 1998.*

Alberto R. Gonzales
Secretary of State

MAC