

TELEPHONE (954) 718-8222
(954) 718-4395
FACSIMILE (954) 720-1781
<http://www.greencardsusa.com>

July 6, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314


Re. Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for BOGAN INTERNATIONAL, INC.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,


Sonia Bortolin, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 AM 11:00

7/12/00

**ARTICLES OF INCORPORATION
OF
BOGAN INTERNATIONAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 11:00

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

Article I. Name. The name of the Corporation is

BOGAN INTERNATIONAL, INC.

Article II. Term of Existence. This corporation shall have perpetual existence.

Article III. Nature of Business. This corporation will engage in any legal business permitted under the laws of the United States and of this State.

Article IV. Capital Stock. This corporation authorized to issue 1000 shares with \$1.00 par value.

Article V. Voting Rights. Except as otherwise 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 VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX. INCORPORATOR. The name and addresses to the subscribers of these Articles of Incorporation, and the number of shares of stock each agrees to take and the value of consideration is:

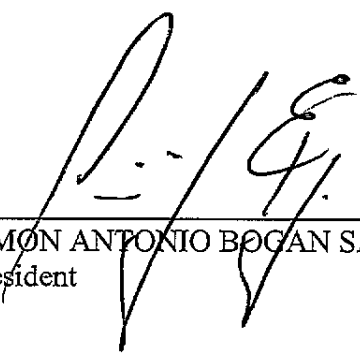
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Bogan International, C.A.	Centro Arta, Local 2-10 Plaza Almirante Brion Chacaito, Caracas, Venezuela	51%	\$510.00
Simon Anotnio Bogan Saade	3520 NW 85 th Way, #302 Sunrise, FL 33357	22%	\$ 220.00
Juan Manuel Bogan Saade	3520 NW 85 th Way, #302 Sunrise, FL 33357	9%	\$ 90.00
Alejandro Jose Bogan Saade	Centro Arta, Local 2-10 Plaza Almirante Brion Chacaito, Caracas, Venezuela	9%	\$ 90.00
Francisco Jose Bogan Saade	Centro Arta, Local 2-10 Plaza Almirante Brion Chacaito, Caracas, Venezuela	9%	\$ 90.00

Article X. BY-LAWS. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI. AMENDMENT. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII. The street address of the principal place of business is **3520 NW 85th Way, #302, Sunrise, FL 33357.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 Day of June, 2000.


SIMON ANTONIO BOGAN SAADE
President

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared SIMON BOGAN, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 25 Day of June, 2000.

Commission Expires


NOTARY PUBLIC



Sonia Bortolin
MY COMMISSION # CC644575 EXPIRES
May 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 Day of June, 2000.


JUAN MANUEL BOGAN MARTINEZ
Vice President

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JUAN BOGAN, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 25 Day of June, 2000.

Commission Expires:


NOTARY PUBLIC



Sonia Bortolin
MY COMMISSION # CC644575 EXPIRES
May 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 Day of June, 2000



NANCY MARIA SAADE DE BOGAN
Treasurer

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared NANCY SAADE BOGAN known to be and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 25 Day of June, 2000.

Commission Expires:



Sonia Bortolin
MY COMMISSION # CC644575 EXPIRES
May 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 Day of June, 2000.



JUAN MANUEL BOGAN SAADE

Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

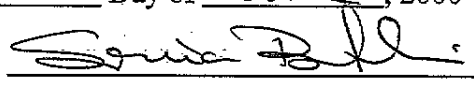
BEFORE ME, the undersigned authority, personally appeared JUAN N BOGAN known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 25 Day of June, 2000

Commission Expires:



Sonia Bortolin
MY COMMISSION # CC644575 EXPIRES
May 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



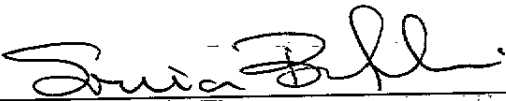
NOTARY PUBLIC

CONSENT TO APPOINTMENT AS REGISTER AGENT

TO: FLORIDA SECRETARY OF STATE, Division of Corporations, Department of
State, Tallahassee, Florida 32304.

I, **Sonia Bortolin, Esq.**, do hereby consent to serve as Registered Agent for the
corporation **BOGAN INTERNATIONAL, INC.**

This 25 Day of June, 2000.



SONIA BORTOLIN, ESQ.

Address of Registered Agent:
Sonia Bortolin, Esq.
Bortolin & Associates, P.A.
7101 W. McNab Rd., Ste. 200
Tamarac, FL 33321

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 11:01