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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 SEP 22 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

B & G SALES & MARKETING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

B & G Sales & Marketing, Inc.

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

B & G Sales & Marketing, Inc.

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

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By: David S Hernandez
210 University Drive #502
Coral Springs, FL 33071
954-346-7288

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gerald Rachlin
5800 NW 122 Dr.
Coral Springs, Fl 33076

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Gerald Rachlin
5800 NW 122 Dr.
Coral Springs, Fl 33076

and the shareholders.

ARTICLE XII. 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 XIV. The registered agent and the corporate

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ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of September, 2000.

Gerald Rachlin (SEAL)

STATE OF FLORIDA }
COUNTY OF Broward }

BEFORE ME, the undersigned authority, personally appeared, Gerald Rachlin, be known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 22nd day of September, 2000.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, Gerald Rachlin, do hereby consent to serve as
registered agent for the Corporation, B & G Sales &
Marketing, Inc.

This 22nd day of September, 2000.


Gerald Rachlin

address of registered agent:

5800 NW 122 Dr
Coral Springs, Fl. 33076

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TALLAHASSEE, FLORIDA

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