

PO1000063761

June 15, 2001

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: <sup>NA</sup> B&V Holdings, Inc.

000004437370--2  
-06/22/01--01072--009  
\*\*\*\*157.50 \*\*\*\*\*78.75

Dear Sir or Madam:

For the purpose of organizing a domestic corporation, enclosed please find our check in the amount of \$78.75 covering the following costs:

1. Filing Fee	\$35.00
2. Registered Agent Fee	\$35.00
3. Certified Copy	\$ 8.75
Total	\$78.75

Sincerely yours,



Irina Baranova  
Incorporator  
3646 Overlook Drive, N.E.  
St. Petersburg, FL 33703  
Phone: 727-528-8291

01 JUN 22 PM 2:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W01-147128  
PS 6/27/01

To: Pam Smith  
Florida Division of Corporation.

Fax: 850-4876804

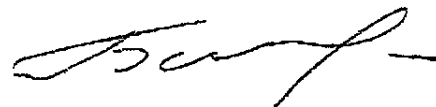
Date: 06/27/01

Dear Ms. Smith,

You have my permission to change  
the name of B & V Holdings, Inc.  
to B & V Holdings NA, Inc.

Thank you for your assistance

Irina Baranova



FILED

Articles of Incorporation  
of

B&V HOLDINGS NA, INC.

01 JUN 22 PM 2: 02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article 1

The name of this corporation is **B&V Holdings NA, Inc.**

Article 2

The corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the corporation may exercise the powers granted now or in the future by Section 607.0302, Florida Statutes, and by common law.

Article 3

The aggregate number of shares which the Corporation shall have the authority to issue shall be 20,000,000 shares of common stock, each having a par value of \$.001.

Article 4

The street address of the place of business of the Corporation is 3646 Overlook Drive N.E., St. Petersburg, Florida 33703. The address of the initial registered office maintained pursuant to Section 607.0501 Florida Statutes is 3646 Overlook Drive N.E., St. Petersburg, Florida 33703. The name of the corporation's initial registered agent to receive service of process is Irina Baranova.

Article 5

The number of directors constituting the initial Board of Directors is one. The number of directors may be changed by resolution of the directors as provided in the By-laws. The name of the person who is to serve as Director is:

Name

Address

Irina Baranova

3646 Overlook Drive, N.E.  
St. Petersburg, Florida 33703

Article 6

The name and address of the incorporator is Irina Baranova whose address is 3646 Overlook Drive, N.E., St. Petersburg, Florida 33703

Article 7

It is the intention of the Corporation to indemnify its officers, directors, employees and agent to the extent permitted by Section 607.0850, Florida Statutes.

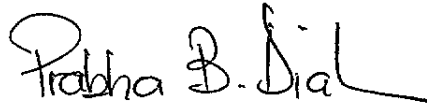
Article 8

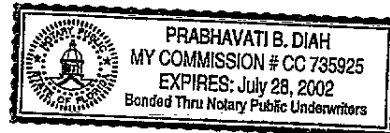
The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreement will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated June 20, 2001

By

  
Irina Baranova





State of Florida

County of Pinellas

I HEREBY CERTIFY, that in this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Irina Baranova, to me known to be the person described in and who executed the foregoing Articles of Incorporation of **B&V Holdings, Inc.** acknowledged before me that she subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 20 day of JUNE, 2001.

Notary Public, State of Florida at Large:

County of Pinellas

My Commission Expires: July 28, 2002.

Prabha B. Diah



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

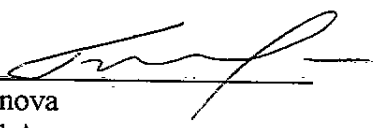
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance  
with said Act:

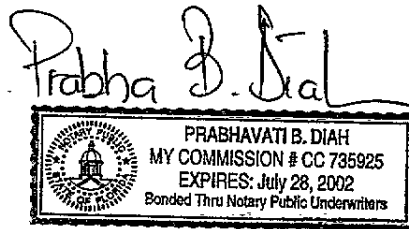
NA,

That **B&V Holdings, Inc.** desiring to organize under the laws of the State of Florida,  
with its principal office, as indicated in the Articles of Incorporation, at 3646 Overlook  
Drive N.E., St. Petersburg, Florida 33703, has named Irina Baranova as its agent to  
accept service of process within the State.

Acknowledgment

Having been named to accept service of process for the above stated corporation, at the  
place designated in this Certificate, I hereby agree to act in this capacity, and agree to  
comply with the provisions of said Act relative to keeping open said office.

  
Irina Baranova  
Registered Agent



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA