

HARVEY H. HARLING
Counsellor at Law

Harvey H. Harling

Admitted to Practice in
Florida and Massachusetts
Florida Supreme Court Certified
County Court & Family Mediator

7000 W. Palmetto Park Road
Suite 404
Boca Raton, FL 33433
Tel: (561) 479-2515
Fax: (561) 416-9295
E-mail: Harlinglaw@aol.com

FILED
02 JUL 31 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 26, 2002

STATE OF FLORIDA
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900006810999--1
-07/31/02--01025--010
*****78.75 *****78.75

Attention: Secretary of State

Reference: Incorporation of B & B Holding Ventures, Inc.

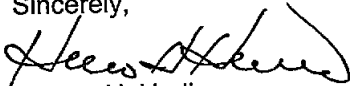
Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$78.75 for filing fees and certified copy.

Please file the original and return a stamped copy. We have enclosed a self addressed stamped envelope for your convenience.

Thank you for your prompt attention and assistance in this matter.

Sincerely,



Harvey H. Harling

HHH:ad

Enclosures

cc: client

8/1/02

FILED
JUL 31 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B & B HOLDING VENTURES, INC.

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is **B & B HOLDING VENTURES, INC**

The address of the principal office is 6599 NW 40th Street Boca Raton, FL 33496

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose owning, managing, conveying improved real estate located at 9708-97221 Rockaway Boulevard (Lot 3 Block 9168), Queens New York and for transacting any or all lawful business permitted by statute.

ARTICLE 4 - CAPITAL STOCK

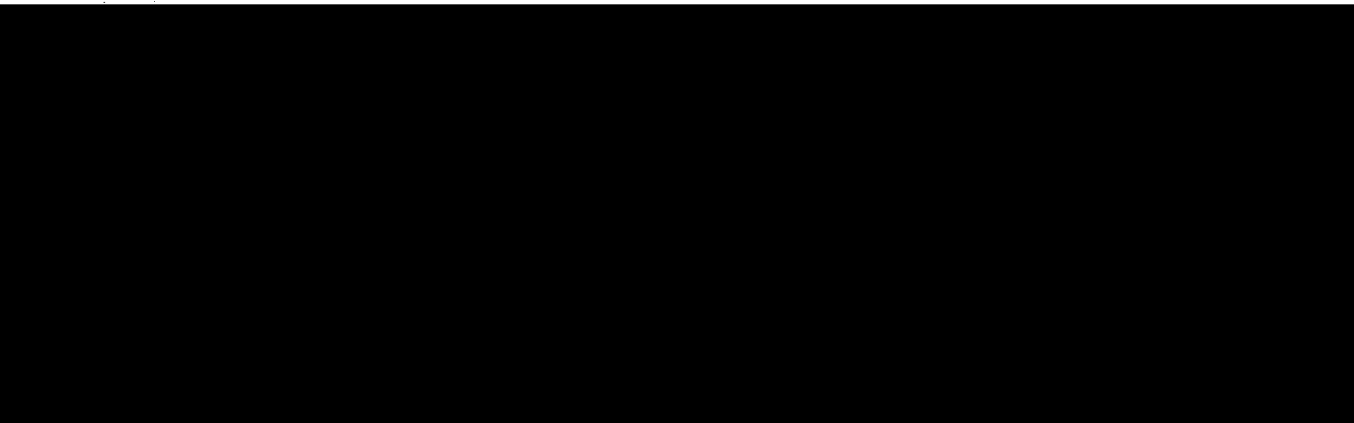
This corporation is authorized to issue 1000 shares of common stock having \$1.00 par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation at that address is Harvey H. Harling.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name



and address of the initial directors of this corporation are:

Bill Miller
6599 NW 40th Street
Boca Raton, FL 33496

Director

ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Bill Miller
6599 NW 40th Street
Boca Raton, FL 33496

President, Director
Treasurer, Secretary

ARTICLE 8 - INCORPORATOR

The name and address of the person signing these articles is: **HARVEY H. HARLING, 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433**

ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite

Bill Miller **1000 shares**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the

time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE 11 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - INDEMNIFICATION

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

ARTICLE 13 - AMENDMENT

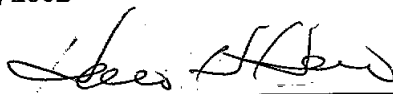
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these



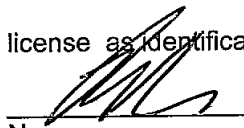
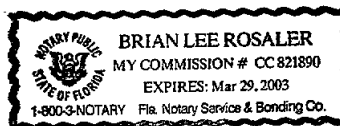
Articles of Incorporation this 22nd day of July, 2002



Harvey H. Harling

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 22 day of July by
Harvey H. Harling, who is personally known to me or who has shown Florida Driver's
license as identification, and who did take an oath.

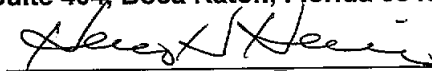

Name:
Notary Public - State of Florida
Commission No.
My commission expires:

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT OF
B & B HOLDING VENTURES, INC.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the
undersigned corporation, organized under the laws of the State of Florida, submits the
following statement in designating the registered office/registered agent, in the state of
Florida.

1. The name of the corporation is: **B & B HOLDING VENTURES, INC.**

2. The name and address of the registered agent and office is: **HARVEY H.
HARLING, 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433.**


Harvey H. Harling
Registered Agent

Dated: 7/22/02

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


HARVEY H. HARLING

Dated: 7/22/02

22 JUL 31 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of July 2002 by Harvey H. Harling, who is personally known to me and who did take an oath.



Name:
Notary Public - State of Florida
Commission No.:
My commission expires:

