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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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2002 AUG 22 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BSF TRADING, INC

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

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4. (Corporation Name)

(Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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02 AUG 22 AM 11:06

Examiner's Initials

ARTICLES OF INCORPORATION
OF
B S F TRADING, INC

The undersigned subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

B S F Trading, Inc

The principal address of this Corporation shall be:

4101 Pine Tree Drive / Suite 1721

Miami Beach, Florida 33140

ARTICLE II

The general nature of this business and the objects and purposes proposed to be transacted and carried on is buy and sell merchandise to the same extent as natural persons might or could do and specifically the Corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The capital stock authorized the par value thereof, and the characteristics of such stock shall be as follows: \$1.00 par value, 1000 shares authorized and 1000 shares issued and outstanding.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuations as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of the execution and acknowledgement of these Articles.

ARTICLE V

The street address of the initial registered office of this Corporation is **4101 Pine Tree Drive, Suite 1721, Miami Beach, Florida 33140** and the same of the initial Registered Agent of this Corporation at that address is **Joe Bald**.

ARTICLE VI

The number of Director(s) of this Corporation shall initially be three (3). The Board of Directors shall manage this Corporation. The exact number of Director(s) may be increased or decreased, from time to time, by the Laws of the Corporation, but at no time shall there be less than one Director.

The name and street address of the initial Director(s) of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Joe Bald, President	4101 Pine Tree Drive/Suite 1721 Miami Beach, Florida 33140
Frances Sonnenschein Bald, Secretary	4101 Pine Tree Drive/Suite 1721 Miami Beach, Florida 33140
Mendy Fellig, Treasurer	3600 Pine Tree Drive Miami Beach, Florida 33140

ARTICLE VII

The name and post office address of the Subscribers and the number of shares of stocks are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Joe Bald	4101 Pine Tree Drive/Suite 1721 Miami Beach, Florida 33140	250
Frances Sonnenschein Bald	4101 Pine Tree Drive/Suite 1721 Miami Beach, Florida 33140	250
Mendy Fellig	3600 Pine Tree Drive Miami Beach, Florida 33140	500

ARTICLE VIII

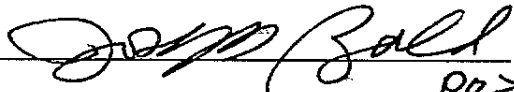
No contract or other transaction between this Corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of the Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, an officer or a stockholder such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

ARTICLE IX

This Corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or herein prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original Subscriber to the capital stock herein above names, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles, hereby declaring and certifying that the facts herein stated are true, and agreeing to take the number of shares herein above set forth, this 21 day of **August, 2002**


PRESIDENT

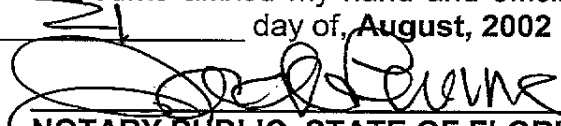
STATE OF FLORIDA)

SS:

COUNTY OF MIAMI - DADE)

BEFORE ME, the undersigned authority personally appeared to me well known to me to be the individual described in, and he executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said County and State, this 21 day of, **August, 2002**


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:

CERTIFICATE DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT, **B S F TRADING, INC**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA. WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF MIAMI BEACH, STATE OF FLORIDA HAS NAMED **JOE BALD** FROM THE CITY OF MIAMI BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Joe Bald
TITLE: Pres.
DATE: 8-21-02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Joe Bald
(REGISTERED AGENT)
DATE: 8-21-02