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August 30, 2002

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, Fl., 32314

Re: B.B.G. Investments, Inc.

100007574261--8
-09/09/02--01006--002
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith find for filing, original and
and return copy of the above referred corporation,
together with Check number 1878 in the sum of
\$78,75 issued on my Trust Account (IOTA) to cover
filing fees.

Thank you for your attention to this matter.

Very truly yours,


Pedro P. Llaguno, Esq.

PPL/el

enc.

PS: please return my check no, 1876 dtd 08-26-02
in the sum of \$078.00 sent to you in error
Thank you,



FILED
02 SEP -9 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 9/11

CERTIFICATE OF INCORPORATION
OF
B. B. G. INVESTMENTS, INC.

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of this business corporation shall be called: **B. B. G. Investments, Inc.**

ARTICLE TWO

NATURE OF BUSINESS

The general nature of business or businesses to be transacted is: real estate transactions and general investments.

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida, including all of the above, but not limited to same.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

ARTICLE FOUR

CAPITAL STOCK

- A. Designation: The Stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is: 100 SHARES
- C. Par Value: Each share of common stock shall have a par value of: TEN (10) DOLLARS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. Consideration: Shares of common stock may be issued in exchange for cash, real property, personal property, or mixed, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for each purpose.

I. Liquidation Rights: Holders of common stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets if this corporation remaining after payment of all debts and obligations.

ARTICLE FIVE MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than: ONE THOUSAND (1,000) DOLLARS.

ARTICLE SIX ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 321 SW 19th Road, Miami, Fl. 33129.

ARTICLE SEVEN
NUMBER OF DIRECTORS

This corporation shall have three (3) Directors initially, although the number of Directors may be increased or diminished from time to time by the stockholders but shall never be less than one.

ARTICLE EIGHT
FIRST BOARD OF DIRECTORS

PRESIDENT/ DIRECTOR: RODRIGO VERA

321 SW 19TH ROAD, MIAMI, FL. 33129

VICE-PRESIDENT/ DIRECTOR: NILSA TOLEDO

321 SW 19TH ROAD, MIAMI, FL. 33129

SECRETARY/ DIRECTOR: JUAN GABRIEL GONZALEZ

ARTICLE NINE
SUBSCRIBER ADDRESS

The office of the subscribers of these Article of Incorporation, the number of shares of stock they agree to take and the value of the consideration thereof is:

RODRIGO VERA, 321 SW 19TH ROAD, MIAMI, FL. 33129

100 SHARES AT \$10.00 PAR VALUE, TOTAL \$1,000.00

ARTICLE TEN
AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE ELEVEN

RESIDENT AGENT

The resident agent of this Corporation is: RODRIGO VERA, 321 SW 19TH ROAD,
MIAMI, FL. 33129

The Corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned incorporators do make, subscribe,
acknowledge and file this Certificate of Incorporation for the purpose of forming a corporation
for profit under the laws of the State of Florida.

DATED: 8-29-02



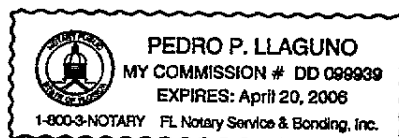
RODRIGO VERA

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared RODRIGO VERA, to me
well known and known to be the individuals described herein, and who executed the foregoing
Certificate of Incorporation, and who acknowledged before me that the same was executed for
the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at the city of
Miami, County of Miami-Dade, State of Florida, this 29 day of AUGUST,
2002.





NOTARY PUBLIC, State of Florida

Printed Name

My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act: **B. B. G. Investments, Inc.**

desiring to organize under the Laws of the State of Florida, with its principal office indicated in
the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has
named:

RODRIGO VERA
321 SW 19TH ROAD
MIAMI, FL. 33129

as its agent to accept service of process within this state.

DATED: 8-29-02


RODRIGO VERA, PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE
PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED: 08/29/02


RODRIGO VERA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA