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To:

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From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.
B & G PRODUCTS, CORP.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 26, 2003

FAS-T

SUBJECT: B & G PRODUCTS, CORP.
REF: W03000005259

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ARTICLES OF INCORPORATION

OF

B & G PRODUCTS, CORP.

We, the undersigned, do hereby acknowledge and file in the office of the Secretary of State of the State Of Florida, for the purpose of forming a Corporation for profit, in accordance with the Laws of State Of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation shall be :

B & G PRODUCTS, CORP.

ARTICLE 2

The general nature of the business and business to be transacted are as follows:
This Corporation may engage in any activity or business permitted under the Laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE 3

SHARES

- a) The authorized capital stock of this Corporation shall consist of one class, namely common stock.
- b) The authorized capital stock of this Corporation shall consist of FOUR HUNDRED SHARES of Common Stock NO-PAR VALUE.

ARTICLE 4

The Corporation shall have perpetual existence.

ARTICLE 5

The amount of capital with which this Corporation shall begin shall be not less than FIVE HUNDRED DOLLARS. (\$ 500.00).

Prepared by

CARLOS A. BELTRAN
1225 W OCKEEGHOBEE RD
HIALEAH FL. 33010
305-643-6455

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 6

The initial Post Office address of principal place of business of this Corporation shall be 1225 W. OCKEECHOBBE ROAD # 3A HIALEAH FL 33010

ARTICLE 7

The Corporation shall have not less than one nor more than five Directors as provided by the Bylaws and they shall hold office for one year or until their successors have been duly elected.

ARTICLE 8

NAME	TITLE	ADDRESS
CARLOS A. BELTRAN	PRESIDENT	1225 W OCKEECHOBBE RD. HIALEAH FL 33010
GABRIEL MOLINA	VICE-PRESIDENT	5325 SW 77th CT # F109 MIAMI FL 33155
LUZ M. BAUTISTA	SECRETARY	5325 SW 77th CT. #F109 MIAMI FL 33155
MARIA C. ORDONEZ	TREASURER	1225 W OCKEECHOBBE RD HIALEAH FL 33010

ARTICLE 9

The registered agent of this Corporation shall be

CARLOS A. BELTRAN 1225 W. OCKEECHOBBE RD HIALEAH FL 33010


ARTICLE 10


The names and Post Office addresses of the subscribers to the ARTICLES OF INCORPORATION are as follows :

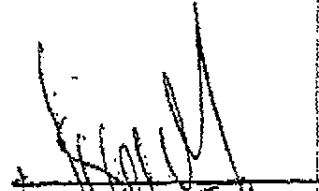
NAME	ADDRESS
CARLOS A. BELTRAN	1225 W. OCKEECHOBBE RD HIALEAH FL 33010
GABRIEL MOLINA	5325 SW 77th CT. # F109 MIAMI FL 33155
LUZ M. BAUTISTA	5325 SW 77th CT. # F109 MIAMI FL 33155
MARIA C. ORDONEZ	1225 W OCKEECHOBBE RD. HIALEAH FL 33010

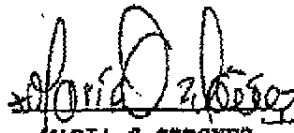
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SUBSCRIBED at Miami, Dade County, Florida, this 19 day of FEBRUARY
A.D. 2003


CARLOS A. BELTRAN


GABRIEL MOLINA


LUZ M. BAUTISTA


MARIA C. ORDONEZ

STATE OF FLORIDA)
COUNTY OF DADE) SS:


I certify that on this day before me, a Notary Public of the State of Florida,
duly qualified and acting, personally appeared CARLOS A. BELTRAN, GABRIEL MOLINA,
LUZ M. BAUTISTA and MARIA C. ORDONEZ

to me well known, and being by me first duly sworn and cautioned, upon their oath
deposed and said that they acknowledged that they had signed the above and foregoing
ARTICLES OF INCORPORATION for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 19
day of FEBRUARY A.D., 2003.



Andres Lopez
Commission #DD169552
Expires: Dec 23, 2006
Bonded Through
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE 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:

First -- That B & G PRODUCTS CORP.

desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation at City of HIALEAH County of MIAMI-DADE State of Florida, has named CARLOS A. BELTRAN

located at 1225 W. LOCKECHOBBE RD. HIALEAH, FL 33010 City of HIALEAH, County of MIAMI-DADE State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY X mmms.
(REGISTERED AGENT)
CARLOS A. BELTRAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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