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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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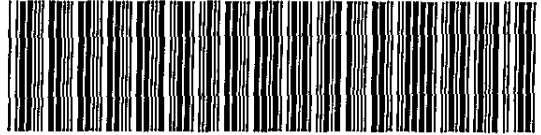
(Business Entity Name)

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03 JUN 30 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
DB 7/2

June 26, 2003

Honorable Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Secretary of State:

Enclosed is original and one copy of Articles of Incorporation of

B & R INTERNATIONAL EXPORTS, INC.

Also, enclosed is a check in the amount of the fee to cover charter tax, filing fee, certified copy and resident agents' fee.

Thank you for your attention to this matter.

Sincerely,


Roberto Sabbagh

Encls. 8316 NW 68 Street
 Miami, Florida 33166

ARTICLES OF INCORPORATION

OF

B & R INTERNATIONAL EXPORTS, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is:

B & R INTERNATIONAL EXPORTS, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

- A) To export and import goods in general.
- B) To sell merchandise in general and exported goods.
- C) To purchase the corporate assets of any other corporations and engage in the same or other character of business.
- D) In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 (SIX THOUSANDS) shares of one dollar and no cents (\$1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock.

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided bylaws, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent.

The street address of the initial registered office and principal office of this corporation is:

8316 NW 68 Street
Miami, Florida 33166

Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient. The name of the initial registered resident agent of this corporation at this address is:

Roberto Sabbagh

Article VIII - Initial Board of Directors.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is: Roberto Sabbagh
8316 NW 68 Street
Miami, Florida 33166

Article IX - Incorporator.

The name and of the person signing these articles is: Roberto Sabbagh
8316 NW 68 Street
Miami, Florida 33166

Article X - Bylaws.

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

Article XI - Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any plan of mergers shall be required in every case whether or not such approval is required by law.

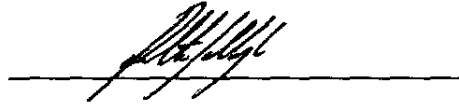
Article XII. Indemnification.

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

Article XIII - Amendment.

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or 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 26 of June of 2003.



Subscriber

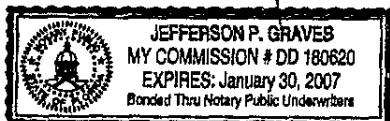
STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared:

ROBERTO SABBAGH

known to me and know by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26 day of JUNE, 2003.



CERTIFICATE DESIGNATING PLACES OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that B & R INTERNATIONAL EXPORTS, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida,

has named ROBERTO SABBAGH
located at 8316 NW 68 Street
City of Miami
State of Florida

as its agent to accept services of process within Florida.

SIGNATURE
TITLE
DATE

[Signature]
President
June 26-63

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 the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE
DATE

[Signature]
June 26-66

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