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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPIEGELMAN AND SPIEGELMAN

ATTORNEYS AT LAW

BISCAYNE BUILDING, SUITE 420
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

MAX SPIEGELMAN
ROBERT I. SPIEGELMAN

TELEPHONE (305) 371-2500
TELEFAX (305) 374-3606

August 7, 2003

SECRETARY OF STATE
Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: BILL AND JELL, INC.

Gentlemen:

Please find enclosed herewith an original and one (1) copy of the Articles of Incorporation and Registered Agent form regarding the above-captioned.


Also enclosed herewith, is our trust account check, in the amount of \$78.75, representing your charter fee in the amount of \$35.00; registered agent fee in the amount of \$35.00; and your fee for a certified copy of the Articles in the amount of \$8.75.

Please send us your acknowledgment and a certified copy of the Articles of Incorporation.

Thank you for your prompt attention to this matter.

Very truly yours,

SPIEGELMAN AND SPIEGELMAN


Max Spiegelman

MS/jp
Enclosures (as noted)

ARTICLES OF INCORPORATION

OF

BILL AND JELL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a corporation, hereby makes, signs and subscribes to these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida.

I.

NAME: The name of the corporation is **BILL AND JELL, INC.**

II.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers and purposes herein mentioned; and more particularly, but not by way of limitation, as principal, agent, or broker, and on commission or otherwise: to buy, sell, exchange, lease, let, grant, or the licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal and every kind of estate, right, or interest therein or pertaining thereto; more particularly to sell household goods; generally to do everything suitable, proper and conducive to the successful conduct of the foregoing business to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; or things incidental to or required for, or useful in connection with any of such activities; and

generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes, either directly or incidental thereto, either alone or in association with other corporations, firms or individuals, either as principal or as agent, and to do every and all acts and things incidental to the benefit and protection of the corporation, whether or not such business is similar to the objects and purposes above enumerated, and more particularly to purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for

the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and objects shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors, or otherwise.

III.

TERM OF EXISTENCE: This corporation is to exist perpetually.

IV.

INITIAL PRINCIPAL OFFICE: The street address of the initial principal office of this corporation is 13278 S. W. 136th Terrace, Miami, Florida 33186.

V.

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is Suite 420, Biscayne Building, 19 West Flagler Street, City of Miami, County of Miami-Dade, State of Florida; and the name and address of the initial registered agent of this corporation is MAX SPIEGELMAN, whose address is Suite 420, Biscayne Building, 19 West Flagler Street, Miami, Florida 33130.

The corporation may change its registered office or registered agent pursuant to the provisions of 607.0502, Florida Statutes.

VI.

CORPORATE MANAGEMENT: The business of the corporation shall be managed by Board of Directors.

VII.

DIRECTORS: This corporation shall have a Board of Directors consisting of one (1) Director. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws adopted by the stockholders. The name and address of the individual serving as the initial member of the Board of Directors is:

LILIANE AGRA
13278 S. W. 136th Terrace
Miami, Florida 33186

JOSE AGRA
13278 S. W. 136th Terrace
Miami, Florida 33186

The above designated Director shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and has qualified.

VIII.

CAPITAL STOCK: The total number of shares of stock which the corporation shall have authority to issue is 6,500 shares of common stock at a par value of \$1.00 per share.

IX.

SUBSCRIBERS: The name and post office address of the subscriber to these Articles of Incorporation, number of shares of stock said subscriber agrees to take and the value of the consideration therefor is:

<u>Name</u>	<u>No. of Shares</u>	<u>Consideration</u>
LILIANE AGRA 13278 S. W. 136 th Terrace Miami, Florida 33186	250	250
JOSE AGRA 13278 S. W. 136 th Terrace Miami, Florida 33186	250	250

X.


AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

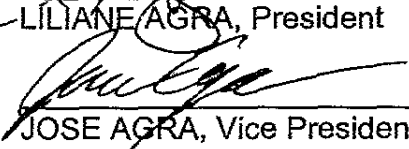
XI.

IMPOSITION PERSONAL LIABILITY ON SHAREHOLDERS: The shareholders of this corporation shall only be liable for the debts of the corporation to the extent of the par value of the shares of stock of the corporation issued to them, in the event corporate assets are insufficient to pay corporate debts. Under no circumstance shall the shareholders of the corporation be personally liable otherwise for any corporate indebtedness, except as herein provided and only to the extent herein provided.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 28 day of July, 2003.

BILL AND JELL, INC.


_____(SEAL)
LILIANE AGRA, President


_____(SEAL)
JOSE AGRA, Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared LILIANE AGRA and JOSE AGRA, to me known to be the persons described in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 28 day of July, 2003.




NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Printed Name:
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE THE 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, **BILL AND JELL, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named MAX SPIEGELMAN, ESQUIRE, located at Suite 420, Biscayne Building, 19 West Flagler Street, City of Miami, County of 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 this certificate, 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: _____

MAX SPIEGELMAN, Esquire,
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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