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DIVISION OF CORPORATIONS
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J. Shivers MAY 06 2005

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SENDER'S EMAIL:
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April 28, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: BPG SOEURS, INC.
Filing of Articles of Incorporation – Profit Corporation
Our File No. 8694.1 (Racine)

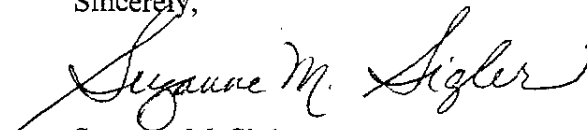
Dear Sir or Madam:

Enclosed please find the following documents:

1. Original and one (1) copy of the Articles of Incorporation of BPG Soeurs, Inc.;
2. Our check No. 4026 in the amount of \$78.75, representing filing fee and Certificate of Status;
3. Transmittal Letter (from web site).

Please process the above and let me know if there is any other information or documentation required to complete my request.

Sincerely,



Suzanne M. Sigler
Legal Assistant to
Neal A. Sivyer, Esq.

Enclosures

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ARTICLES OF INCORPORATION OF
BPG SOEURS, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this Corporation is : BPG SOEURS, INC.

ARTICLE II – TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III – PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class. The number of shares of stock that the Corporation is authorized to have outstanding at any one time is:

1000 shares of Common Stock
par value of \$1.00 per share.

ARTICLE V – PRINCIPAL OFFICE

The address of the principal place of business of the the Corporation is:

601 Crystal Clear Lane
Lutz, Florida 33548

and the mailing address of the Corporation shall be:

601 Crystal Clear Lane
Lutz, FL 33548.

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ARTICLE VI – INITIAL REGISTERED AGENT

The initial registered Agent and street address of the Registered Office of the Corporation is;

Neal A. Sivyver, Esquire
Sivyver, Barlow & Watson, P.A.
100 South Ashley Drive, Suite 2150
Tampa, FL 33602

ARTICLE VII – DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the shareholders. The name and address of each member of the first Board of Directors is:

Rebecca Racine Bennett – 601 Crystal Clear Lane, Lutz, FL 33548
Glenda Marie Racine – 13620 Lake Magdalene Blvd, #206, Tampa, FL 33618
Pamela Denise Racine - 1229 Chestnut St., Apt. 20, San Francisco, CA 94109

ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolution adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX – INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation is:

Neal A. Sivyver
C/o Sivyver, Barlow & Watson, P.A.
100 South Ashley Drive, Suite 2150
Tampa, FL 33602

The undersigned has executed these Articles of Incorporation this 27th day of April, 2005



Neal A. Sivyver
Incorporator

Having been named as Initial Registered Agent and to accept service of process for BPG Soeurs, Inc., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent

Dated: April 27, 2005



Neal A. Sivy
Registered Agent

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