

JUAN LUCIO & COMPANY

0204 NW 70TH ST - MIAMI, FL 33166
(305) 592-0138 - FAX (305) 592-5222

ACCOUNTANTS
TAX CONSULTANTS

P95000004/58

January 10th, 1994

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***131.25 ***131.25

SECRETARY OF STATE
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

RE: BFF INTERNATIONAL CORPORATION

Gentlemen:


Enclosed please find original Articles of Incorporation of BFF INTERNATIONAL CORPORATION to be processed, along with a check for \$ 131.25 which include the filing fees, certificate under seal and registered agent designation.

As of today, the name was available according to your office. In the event there is a problem, please feel free to contact the undersigned.

Since time is of the essence, we would appreciate your processing the foregoing application at your earliest convenience.

Your cooperation will be appreciated.

Sincerely yours,
JUAN LUCIO & COMPANY


Juan Lucio
For the firm

JL:11
Enclosures

FILED
JAN 13 PM 3:29
TALLAHASSEE, FLORIDA

BROWN JAN 17 1995

FILED
95 JAN 13 PM 3:29
SECRET STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BFF INTERNATIONAL CORPORATION

ARTICLE I - NAME

The name of this corporation is: BFF INTERNATIONAL CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of ONE AND NO/10 DOLLARS (\$ 1.00) par value common stock, which shall be designated "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the initial registered office is 15570 SW 54 Miami, FL 33185 and that of the principal office of this corporation is, 15570 SW 54th St., Miami, FL 33185 and the initial registered agent of this corporation at that address is J. ROBERTO RIVAS-ARCE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors 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 (1). The name and address of the initial directors of this corporation is:

J ROBERTO RIVAS-ARCE

15570 SW 54th St.
Miami, FL 33185

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

J ROBERTO RIVAS-ARCE

15570 SW 54th St.
Miami, FL 33185

ARTICLE VIII - BYLAWS

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

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

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

ARTICLE X - RIGHT OF SHAREHOLDERS TO DISSENT

The approval of the shareholders of this corporation shall have the right to dissent from any corporate action from which shareholders are entitled to dissent under the Florida General Corporation Act.

ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

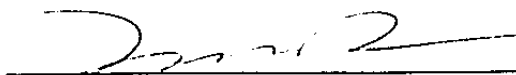
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII

The shares of this corporation may be issued pursuant to the provision of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 10th day of January, 1995.



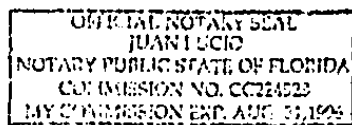
J ROBERTO RIVAS-ARCE, INCORPORATOR


STATE OF FLORIDA :
OF : SS
COUNTY OF DADE :

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared J ROBERTO RIVAS-ARCE, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those article of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, int he state and county aforesaid, this 10th day of January, 1995

Notary Public Seal




Notary Public, State of
Florida at Large

FILED
95 JAN 13 PM 3:29
TALLAHASSEE, FLORIDA

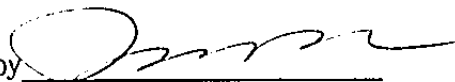
CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That BFF INTERNATIONAL CORPORATION, Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation at the City of Miami, County of Dade, State of Florida has named J ROBERTO RIVAS-ARCE located at 15570 SW 54th St., City of Miami, County of Dade, State of Florida as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

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

by 

J. ROBERTO RIVAS-ARCE