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LETTER OF TRANSMITTAL)

FILED

95 MAY 12 PM 11:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date

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

Re: BG INTERNATIONAL Inc.
(name of corporation)

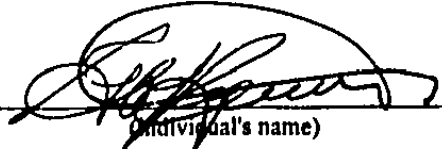
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****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)

BG INTERNATIONAL
(name of corporation)

MAILING ADDRESS OF CORPORATION		
3715 CHESTNUT AVE		
SARASOTA FL. 34234		
PHONE		
(813)	359-0930	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

B G INTERNATIONAL, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

B G INTERNATIONAL, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME:	<u>GERARD A. PAQUETTE</u>		
ADDRESS	<u>3715 CHESTNUT AVE.</u>		
CITY	<u>SARASOTA</u>	FLORIDA	ZIP <u>34234</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>B G INTERNATIONAL</u>		
ADDRESS	<u>3715 CHESTNUT AVE.</u>		
CITY	<u>SARASOTA</u>	FLORIDA	ZIP <u>34234</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>GERARD A. PAQUETTE</u>		
ADDRESS	<u>3715 CHESTNUT AVE.</u>		
CITY	<u>SARASOTA</u>	STATE <u>FLORIDA</u>	ZIP <u>34234</u>
NAME	<u>BRIGITTE B. KRUEGER</u>		
ADDRESS	<u>3715 CHESTNUT AVE.</u>		
CITY	<u>SARASOTA</u>	STATE <u>FLORIDA</u>	ZIP <u>34234</u>
NAME	<u>N/A</u>		
ADDRESS			
CITY		STATE	ZIP

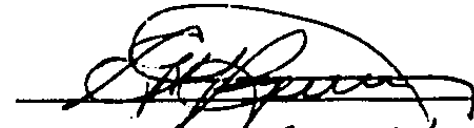
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME:	GERARD A. PAQUETTE		
ADDRESS	3715 CHESTNUT AVE.		
CITY	SARASOTA	STATE: FLORIDA	ZIP 34234
NAME:	BRIGITTE B. KRUEGER		
ADDRESS	3715 CHESTNUT AVE.		
CITY	SARASOTA	STATE: FLORIDA	ZIP 34234
NAME:	N/A		
ADDRESS			
CITY		STATE:	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th day of MAY, 19 95.


 _____ (Seal)
 Brigitte B. Krueger
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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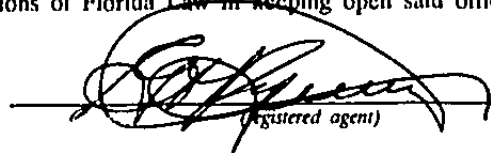
B G INTERNATIONAL, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3715 CHESTNUT AVE.
SARASOTA, FLORIDA 34234
has named GERARD A. PAQUETTE
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered agent)