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FILED

JULY 27, 1995

95 AUG 21 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SECRETARY OF STATE  
DIVISION OF CORPORATION  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

400001565434  
-08/21/95--01093--009  
\*\*\*\*122.50 \*\*\*\*122.50

BORN AGAIN BOTTLES, ETC. INC.  
5214 S.W. 149TH PLACE  
MIAMI, FL. 33185

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE 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,

*Shannon McQuesten* President

SHANNON McQUESTEN, PRESIDENT

8/22

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ARTICLE OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

BORN AGAIN BOTTLES, ETC. INC.

ARTICLE I

THE NAME OF THIS CORPORATION IS, BORN AGAIN BOTTLES, ETC. INC. AND THE PRINCIPAL OFFICE AND MAILING ADDRESS IS, 5214 S.W. 149TH PLACE, MIAMI, FL.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS, 5214 S.W. 149TH PLACE, MIAMI, FLORIDA 33185 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: SHANNON McQUESTEN.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR 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 BOARD OF DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:

SHANNON McQUESTEN  
5214 S.W. 149TH PLACE  
MIAMI, FL. 33185

PRESIDENT

KURT McQUESTEN  
5214 S.W. 149TH PLACE  
MIAMI, FL. 33185

VICE-PRESIDENT

SANDRA SCHNEIDER  
2146 OVERSEAS HIGHWAY, LOT No. 10  
MARATHORN, FL. 33050

SECRETARY/TREASURER

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION ARE:

SHANNON McQUESTEN  
5214 S.W. 149TH PLACE  
MIAMI, FL. 33185

KURT McQUESTEN  
5214 S.W. 149TH PLACE  
MIAMI, FL. 33050

SANDRA SCHNEIDER  
5214 OVERSEAS HWY. LOT 10  
MARATHORN, FL. 33050

#### ARTICLE IX

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAW SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

#### ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

#### ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

#### ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACT BY EACH DIRECTOR IN PERSON.

#### ARTICLE XIII

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTORS, OR ANY FORMER OFFICERS OR DIRECTOR, TO THE FULLEST EXTENT PERMITTED BY LAW.


#### ARTICLE XIV

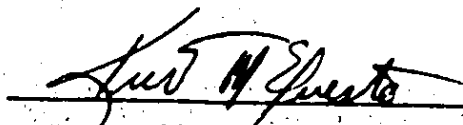
THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

#### ARTICLE XV


THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF CORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE  
ARTICLES OF INCORPORATION, THIS 16TH DAY OF July, 1995  
AT Miami, COUNTY OF DADE, STATE OF FLORIDA.

  
SHANNON McQUESTEN

  
KURT McQUESTEN

  
SANDRA SCHNEIDER

  
WARREN HART, NOTARY PUBLIC AT LARGE  
STATE OF FLORIDA



WARREN HART  
My Commission CC421743  
Expires Nov. 20, 1998  
Bonded by NFNLI  
800-224-6386

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,

John H. H. H.

Sandra J. Schneider

John H. H. H.

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY  
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE  
STATE AND COUNTY AFORESAID, THIS 16th OF July, 1995

Warren Gary  
NOTARY PUBLIC STATE OF FLORIDA



WARREN GARY  
My Commission Expires  
NOV. 20, 1996

FILED

95 AUG 21 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ABOVE ARTICLES OF INCORPORATION, 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.

  
SHANNON MCQUESTEN