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CHARLES J. COURSHON
SUITE 202
1090 KANE CONCOURSE
BAY HARBOR ISLAND, FLORIDA 33154

FILED

95 DEC 29 AM 10:56

STATE (305) 885-8739
TALLAHASSEE, FLORIDA
FAX (305) 885-0750

December 28, 1995

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

RE: B. BROTHERS INC.

300001674513
-01/02/96--01004--002
****122.50 ****122.50

Dear Sir:


The undersigned attorney represents the above referenced proposed Florida corporation.

Accordingly you will find enclosed for filing two executed copies of the Articles of Incorporation for said corporation, together with our check in the amount of \$122.50, representing filing fee, Registered Agent's fee, copy of Articles of Incorporation fee and Certificate Under Seal.

I would appreciate your filing the enclosed Articles as of December 29, 1995. Please return one certified copy of the Articles of Incorporation to this office in the enclosed return envelope.

Thank you for your attention to this matter.

Very Truly Yours,


CHARLES J. COURSHON

CJC/hh
Enclosures

DEC 29 1996

ARTICLES OF INCORPORATION
OF
B. BROTHERS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: B. BROTHERS INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Suite 202
1090 Kane Concourse
Bay Harbor Islands, Florida 33154

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHARLES J. COURSHON
1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

ARTICLE V
PURPOSE

The general nature of the business or businesses to be transacted is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI
DURATION

This corporation shall exist perpetually.

ARTICLE VII
INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

ABOUBAKAR D.B. SALIFOU
1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

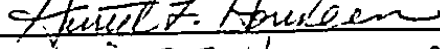
IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 28 day of December, 1995.


ABOUBAKAR D.B. SALIFOU

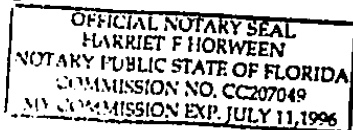
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th day of December, 1995, by ABOUBAKAR D.B. SALIFOU, as Subscriber and Incorporator, who is personally known to me or who has produced his NEW YORK STATE ID CARD as identification, and who did take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Sign: 
Print: HARRIET F. HORWEEN

My Commission Expires:



FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 DEC 29 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: B. BROTHERS INC.
2. The name and address of the Registered Agent and office is:

CHARLES J. COURSHON
(NAME)

1090 Kane Concourse, Suite 202
(P.O. BOX NOT ACCEPTABLE)

Bay Harbor Islands, Florid 33154
(CITY/STATE/ZIP)

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



SIGNATURE
CHARLES J. COURSHON

December 28, 1995
Date