

P96000048507

J & M TAX SERVICE, INC.
2203 N.W. 2ND AVE., #205
BOCA RATON, FL 33431

May 27, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001848956
-06/04/96--01012--003
***122.50 ***122.50


Dear Sirs:

Enclosed is the Certificate of Incorporation of BLANCHET
INTERNATIONAL BUSINESS CONSULTANTS, INC. to be filed.


Please process promptly and return it to our office.

Thank you for your assistance in this matter.

Sincerely,


James G. Mullin

FILED
96 JUN -3 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


6-16-96

FILED

96 JUN -3 PM 4: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLANCHET INTERNATIONAL BUSINESS CONSULTANTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is BLANCHET INTERNATIONAL CONSULTANTS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: international business consulting, establishing educational seminars, research business opportunities in the United States and overseas, assist in the importing/exporting of products worldwide, provide management assistance, develop and maintain worldwide business relationships and all other related activities.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers and directors if this corporation are:

Eduardo M. Blanchet, 10157 La Reina Rd., Delray Beach, FL 33446

Silvia E. Mira, 10157 La Reina Rd., Delray Beach, FL 33446

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 N.W. Boca Raton Blvd., #205, Boca Raton, Florida 33431.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

10157 La Reina Rd., Delray Beach, FL 33446.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - SECTION 1244

This corporation elects to be treated under the provision of I.R.S. Code Section 1244.


ARTICLE XII - INCORPORATOR


The names and addresses of the persons signing these Articles of Incorporation are:

Eduardo M. Blanchet, 10157 La Reina Rd., Delray Beach, FL 33446

Silvia E. Mira, 10157 La Reina Rd., Delray Beach, FL 33446

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of MAY, 1996.

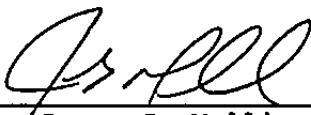




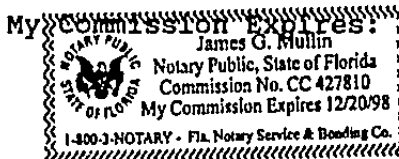
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared Eduardo M. Blanchet and Silvia E. Mira, know to me and know by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes there expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 28 of MAY, 1996.



James G. Mullin
Notary Public, State of Florida
at Large



FILED

96 JUN -3 PM 4: 23

SECRET
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is BLANCHET INTERNATIONAL BUSINESS CONSULTANTS, INC.
2. The name and address of the registered agent and office is: JAMES G. MULLIN, 2263 NW Boca Raton Blvd., #205, Boca Raton, FL 33431.

SIGNATURE

Blanchet
(Corporate Officer)

TITLE:

President

DATE:

5/28/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:

J. Mullin
(Registered Agent)

DATE:

5/28/96

P96000048507

ROTH, MILNE & ROUSSO

ATTORNEYS AT LAW

9350 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33186

TELEPHONE (305) 670-0004

FAX (305) 670-0946

LEONARDO A. ROTH
ROBERT A. MILNE*
MARIO E. ROUSSO

MICHAEL M. ROTH
MARIO KATZMAN

NORTH DASH OFFICE

2075 NC 101 ST.

PH 3A

AVENTURA, FLORIDA 33180

TELEPHONE (305) 466-0022

FAX (305) 466-0000

*DARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

REPLY TO: MIAMI

September 17, 1996

Division of Corporation
Annual Reports
P.O. Box 1500
Tallahassee, Florida 32302-1500

500001955695
-09/25/96--01004--003
*****35.00 *****35.00

Re: Blanchet International Business Consultants, Inc.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of the above named corporation along with a check in the sum of \$ 35.00 to cover the fee for filing same. Also enclosed please find a return envelope for your convenience to forward a receipt of same.

Thank You.

Very Truly Yours,

ROTH, MILNE & ROUSSO

Leonardo A. Roth

LEONARDO A. ROTH

LAR, PI

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 NOV -4 AM 11:45

MC

TEL NOV

4 1996

ROTH, MILNE & ROUSSO

ATTORNEYS AT LAW

9380 SOUTH DIKE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33180

TELEPHONE: (305) 670-0994

FAX: (305) 670-0948

LEONARDO A. ROTH
ROBERT A. MILNE*
MAUR K. ROUSSO

MICHELLE M. ROTH
MAUR KATZMAN

NORTH DAIN OFFICE

2075 NE 101 ST.

PH 3A

AVENTURA, FLORIDA 33180

TELEPHONE: (305) 466-0022

FAX: (305) 466-0000

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

REPLY TO: MIAMI

October 22, 1996

Division of Corporation
Annual Reports
P.O. Box 1500
Tallahassee, Florida 32302-1500

Re: Blanchet International Business Consultants, Inc.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of the above named corporation along with a copy of your letter dated 9/29/96.

Please have the Articles of Amendment to Articles of Incorporation of Blanchet International Business Consultants, Inc., filed as your earliest convenience.

Also enclosed please find a return envelope for your convenience to forward a receipt of same.

Thank You.

Very Truly Yours,

ROTH, MILNE & ROUSSO



LEONARDO A. ROTH

LAR, PI

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

LEONARDO A. ROTH, ESQ.
ROTH, MILNE & ROUSSO, P.A.
9350 SOUTH DIXIE HWY., PH 2
MIAMI, FL 33156

SUBJECT: BLANCHET INTERNATIONAL BUSINESS CONSULTANTS, INC.
Ref. Number: P96000048507

We have received your document for **BLANCHET INTERNATIONAL BUSINESS CONSULTANTS, INC.** and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document has an acceptance for the registered agent, please give the name and address of the new agent if changing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 796A00044579

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLANCHET INTERNATIONAL BUSINESS
CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 AM 11:45

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be the new name of the
aforementioned corporation:

B.I.B. CONSULTANTS, INC

SECOND : The date of the Amendment's adoption was AUGUST, 22
1996.

THIRD : The Amendment was adopted by the Board of Directors
without Shareholder Action and Shareholder Action was not required.

Signed this 22th day of AUGUST, 1996.

BLANCHET INTERNATIONAL BUSINESS CONSULTANTS, INC.



SILVIA E. MIRA - DIRECTOR

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.



By:
Registered Agent

James G. Mullin