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CORPORATE CREATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1996

CORPORATE CREATIONS ENTERPRISES, INC.

PALM BEACH GARDENS, FL

SUBJECT: BILBAR GROUP INC.

REF: W96000012078

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Loria Foote
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000007948

Articles of Incorporation
of
Bilbar Group Inc.

Article I. Name

The name of this Florida corporation is:
Bilbar Group Inc.

Article II. Address

The mailing address of the Corporation is:

Bilbar Group Inc.
6442 Emerald Breeze Way
Boynton Beach FL 33437

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Bill Abrams
6442 Emerald Breeze Way
Boynton Beach FL 33437

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(407) 694-8107

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-8-96

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Bill Abrams
Barbara Abrams

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 6, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on June 6, 1996

Corporate Creations International Inc.

By: 

Frank A. Rodriguez President

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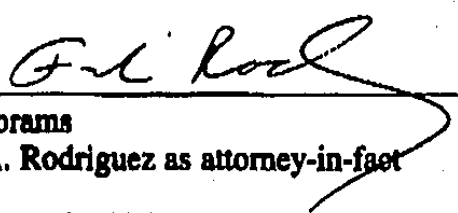
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Bilbar Group Inc.

REGISTERED AGENT:
Bill Abrams
6442 Emerald Breeze Way
Boynton Beach FL 33437

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Bill Abrams
by F.A. Rodriguez as attorney-in-fact

Date: June 6, 1996

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