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FEDERAL EXPRESS

June 17, 1996

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, Florida 32301

300001867623
-06/19/96--0110--006
***122.50 ***122.50

RE: Articles of Incorporation of "B & F SERVICES, INC."

To whom it may concern:

Enclosed is our \$122.50 check to cover the following expenses:

\$35.00 Filing Fee
52.50 Certified copy fee
35.00 Registered Agent Designation
\$122.50 TOTAL

Thank you for your consideration herein.

Very truly yours,



Ramon R. Cacicedo, Jr.

RRC/nh

enclosures

FILED
96 JUN 19 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date:
W.H. 3
6-27-96

FILED
96 JUN 19 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B & F SERVICES, INC.

ARTICLE I

NAME. The name of the corporation shall be:

B & F SERVICES, INC.

ARTICLE II

DURATION. The existence of this corporation shall be perpetual, and shall commence upon the filing by the Department of State of these Articles of Incorporation.

ARTICLE III

PURPOSE. This corporation may engage in any activity, including, and not by way of limitation, the management, repair, purchase, development, and sale of real estate, or any other activity or business which is permitted under the laws of the United States of America and of the State of Florida, as these laws now exist and as they may exist in the future.

ARTICLE IV

CAPITAL STRUCTURE. This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT. The initial registered office and initial registered agent of the corporation and his address shall be:

Carlos A. Baca
9179 Fontainebleau Boulevard, No. 6
Miami, Florida 33172

ARTICLE VI

INITIAL BOARD OF DIRECTORS. This corporation shall initially have two Directors. The number of Directors may be increased or decreased from time to time in the manner provided for in the By-laws; but at no time shall there be less than one Director of this Corporation. The name and address of the initial member of the Board of Directors is:

Carlos A. Baca
9179 Fontainebleau Boulevard, No. 6
Miami, Florida 33172

Federico M. Fuchs
9179 Fontainebleau Boulevard, No. 6
Miami, Florida 33172

ARTICLE VII

INCORPORATOR. The name and address of the person executing these Articles of Incorporation is:

Carlos A. Baca
9179 Fontainebleau Boulevard, No. 6
Miami, Florida 33172

ARTICLE VIII

OFFICERS. The initial principal office of the corporation shall be at: 9179 Fontainebleau Boulevard, No. 6, Miami, Florida 33172 and the initial officers of the Corporation shall be:

President:	Carlos A. Baca 9179 Fontainebleau Boulevard, No. 6 Miami, Florida 33172
Vice President:	Federico M. Fuchs 9179 Fontainebleau Boulevard, No. 6 Miami, Florida 33172
Secretary:	Carlos A. Baca 9179 Fontainebleau Boulevard, No. 6 Miami, Florida 33172
Treasurer:	Carlos A. Baca 9179 Fontainebleau Boulevard, No. 6 Miami, Florida 33172

ARTICLE IX

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new stock of this 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 sold without issuance of fractional shares) at the price at which it is offered to others.

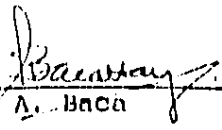
ARTICLE X

CUMULATIVE VOTING. At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes shall be allowed.

ARTICLE XI

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to same by the stockholder and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation in Miami, Florida, this 18th day of June, 1996.



Carlos A. Baca

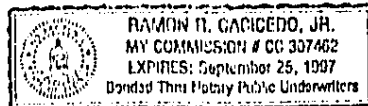
STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned Notary Public, authorized to take and administer oaths, appeared Carlos A. Baca, who is personally known to me, and is the person who executed the foregoing Articles of Incorporation and who acknowledged before me that the facts stated therein are true and correct as set forth, and who did not take an oath.

Witness my hand and seal this 18th day of June, 1996.



Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that B & F SERVICES, INC., a Florida corporation,
desiring to organize or qualify under the laws of the State of
Florida, has named Carlos A. Baca, of 9179 Fontainebleau Boulevard,
No. 6, Miami, Florida 33172, as its agent to accept service of
process within Florida.

B & F SERVICES, INC.,
a Florida corporation

By: *Carlos A. Baca*
Carlos A. Baca, President

Dated this 18th day of June, 1996

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I,
Carlos A. Baca, hereby 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.

Carlos A. Baca
Carlos A. Baca

Dated this 18th day of June, 1996

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE