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**ARTICLES OF INCORPORATION  
OF  
B&B SOUTH AMERICA INC**

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**ARTICLE I-NAME**

The name of the corporation is  
B&B South America Inc.

**ARTICLE II-ADDRESS**

The initial address of the corporation is  
3500 N.E. 12 Ave  
Ft. Lauderdale, Fl. 33334

**ARTICLE III- DURATION**

This corporation shall have perpetual existence commencing on the date of execution and  
acknowledgement of these articles.

**ARTICLE IV- PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business

**ARTICLE V-CAPITAL STOCK.**

This corporation is authorized to issue 1,000 shares of 0 par value common stock which shall be  
designated " Common Shares ".

**ARTICLE VI- PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right  
to purchase his or her pro rata share thereof ( as nearly as may be done without issuance of  
fractional shares ) at the price at which they offer it to others.

**ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Harry DiFrancesco  
and it's address is 3500 N.E. 12 Ave., Ft Lauderdale ,Fl.33334

**ARTICLE VIII- INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors constituting the initial Board of Directors. The  
number of Directors may be either increased or decreased from time to time by the By-Laws. The  
name and addresses of the initial Board of Directors of this corporation are.

Name	Address
Harry DiFrancesco	3500 N.E. 12 Ave. Ft Lauderdale, Fl.33334
Doug Zemsky	3500 N.E. 12 Ave. Ft. Lauderdale, Fl.33334

Ledyard DeWees Florida Bar # 019426  
3500 N.E. 12 Ave., Ft. Lauderdale Fl. 33334  
(954) 564-5022

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#### ARTICLE IX-INCORPORATORS

The name and address of each person signing the Articles is:

Name	Address
Harry DiFrancesco	3500 N.E. 12 Ave. Ft. Lauderdale, Fl. 33334
Doug Zemsky	3500 N.E. 12 Ave. Ft. Lauderdale, Fl. 33334

#### ARTICLE X- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment 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 16 th day of July 1996.

  
Subscriber

  
Subscriber

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That B & B South America Inc. . . . having been organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 3500 N.E. 12th Avenue, Ft. Lauderdale, FL 33334 has named M. F. DiFrancesco Registered Agent; and, 3500 N.E. 12th Avenue Ft. Lauderdale, FL 33334 as the place where service of process may be served within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated CORPORATION, at place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
Registered Agent

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