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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: B & F HOLDING, INC.

FAX AUDIT NUMBER: H96000010908

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State

August 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: B & F HOLDING, INC.
REF: W96000016507

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
 Corporate Specialist

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- OF -

F & B HOLDING, INC.

ARTICLE I - NAME

The name of this corporation is F & B HOLDING, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2501 Davis Road, Suite 230, Ft Lauderdale, Florida 33317 and the name of the initial registered agent of this corporation at that address is: Harold Blue.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall 2501 Davis Road, Suite 230, Ft Lauderdale, Florida 33317.

Prepared by:

Gary N. Mansfield, Esquire
Florida Bar No: 61913
2501 Davis Road, Suite 230
Ft Lauderdale, FL 33317

(954) 473-1001 • 300

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

HAROLD BLUE
2501 Davis Road, Suite 230
Ft Lauderdale, Florida 33317

MICHAEL FALK
1 Beakman Place
New York, N.Y. 10022

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Harold Blue, 2501 Davis Road, Suite 230, Ft Lauderdale, Florida 33317.

ARTICLE IX - BY-LAWS

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

ARTICLE X - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of August, 1996.

Harold Blue

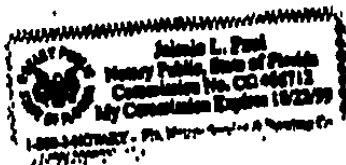
STATE OF FLORIDA)
 as:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Harold Blue to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 9th day of August, 1996.

James L. Paul
NOTARY PUBLIC

My Commission Expires:



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DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, F & B HOLDING, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Ft Lauderdale, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.


 HAROLD BLUE
 Registered Agent

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