

796000089899

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

STAMP - 11/10/96

AL NOV - 1 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APK _____

WALK-IN
Will Pick Up 11-1 1200

RE: Ba-Anders, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

200001922752--1
11/01/96--01015--026
****122.50 ****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

JEAN CASCIO
ATTORNEY AT LAW
Great Western Bank Building
2401 E. Atlantic Blvd. #310
Pompano Beach, FL 33062
phone (954) 784-0619
fax (954) 783-5355

TRANSMITTAL LETTER

October 31, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida, 32314

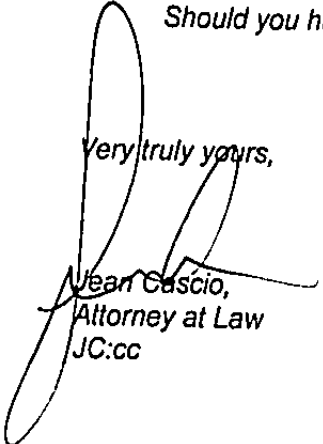
Re: Articles of Incorporation-- BO-ANDERS, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above named corporation, and the Designation of Registered Agent. Please forward a certified copy TO CAPITAL CONNECTION, so that they may forward it to the undersigned. A check in the amount of \$122.50 is enclosed to cover the filing and certification fees.

Should you have any questions, please call me collect at (954) 784-0619.

Very truly yours,


Jean Cascio,
Attorney at Law
JC:cc

PRV

PATENT- OCH REGISTRERINGSVERKET

Bolagsavdelningen

SWEDEN

Page 1

CERTIFICATE OF REGISTRATION

Registration number: 556529-3627
Date of registration: 1996-02-05
Company name: Offentliga Auktioner OA AB
Address:
Box 7273
183 07 TÄBY
Registered office: Täby
Share capital: SEK 100.000



BOARD OF DIRECTORS:

560528-0071 Jordal, Anders, Regeringsgatan 70E, 111 39 STOCKHOLM
530722-0094 Öhrn, Bo Erik, Kommendörsgatan 26, 114 48 STOCKHOLM

DEPUTY MEMBERS OF THE BOARD:

500207-0067 Lyttkens Öhrn, Gunnel, Kommendörsgatan 26,
114 48 STOCKHOLM

COMPANY AUDITORS:

481211-1716 Carlsson, Rolf Sören, c/o Lindebergs, Box 3061,
103 61 STOCKHOLM

SIGNATORY POWER:

The Board of Directors is entitled to sign on behalf
of the company.

FINANCIAL YEAR:

Registered financial year: 0101-1231

DATE OF REGISTRATION OF CURRENT AND PREVIOUS COMPANY NAMES:

1996-02-05 Offentliga Auktioner OA AB

SUNDSVALL 1996-10-14

Ex of:icio


BENTE OHLSSON



RESOLUTION OF
THE BOARD OF DIRECTORS

OFFENTLIGA AUKTIONER OA AB

At a meeting of the Board of Directors of OFFENTLIGA AUKTIONER OA AB, (hereinafter the "Corporation") on October , 1996, the following was UNANIMOUSLY adopted regarding the creation of a Florida Corporation known as BO-ANDERS, INC.:

RESOLVED: THAT BO ERIK OHRN is authorized to act as incorporation director of BO-ANDERS, INC., a Florida Corporation under the laws of the state of Florida and to execute documentation necessary for incorporation and DEBORAH L. MARIOTTI is authorized to act as registered agent and to accept service of process on behalf of the Corporation.

The undersigned authorized officer of the Corporation hereby certifies that the foregoing resolution was accepted by the Board of Directors of the 31 day of October, 1996.

TO WITNESS, which I have hereunto affixed my signature.



BO ERIK OHRN, Officer and Director
of Offentliga Auktioner OA AB

FILED

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ARTICLES OF INCORPORATION
OF
BO-ANDERS, INC.

The undersigned incorporator, subscribing to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: **BO-ANDERS, INC.**

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock each share having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$200.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office address and mailing address of the Corporation is: 1624 E. ATLANTIC BLVD. POMPANO BEACH, FL 33060. The Board of Directors may, from time to time, move the principal office to any other location or address in the state of Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have two Directors. The number of Directors may be increased or decreased from time to time as may be provided in the By-laws adopted by the Board of Directors of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the Initial Board of Directors and Officers who shall hold office until their successors are elected and have qualified are:

Bo Erik Öhrn
Kommendorsgatan 26
114 48 Stockholm
Sweden

Bjorn Gösta Carlstedt
Straket 3
17138 Solna
Sweden

ARTICLE IX - INCORPORATOR AND INITIAL REGISTERED AGENT

The name and address of the Incorporator signing these Articles of Incorporation and the initial registered agent is:

Deborah L. Mariotti
1624 E. Atlantic Blvd.
Pompano Beach, FL 33060

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon their approval and acceptance for filing by the Secretary of State of the State of Florida.

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 of the Corporation as may be proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The Corporation shall adopt a set of By-Laws to govern the business and affairs of the Corporation. Wherever the By-Laws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 31st day of October, 1996.

OFFENTLIGA AUCTIONER OAB
Box 7273
183 07 TABY SWEDEN

BY: *[Signature]*
Bo Erik Ohrn, Officer authorized Agent

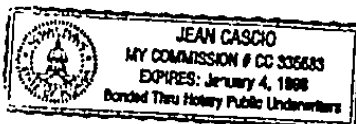
STATE OF FLORIDA)
COUNTY OF BROWARD)ss:
)

BEFORE ME, the undersigned authority, duly authorized to administer acknowledgements in the County and State last aforesaid, this day personally appeared, Bo Erik Ohrn, to me known to be the incorporator and the person who executed these Articles of Incorporation, as Incorporator and who produced his PASSPORT - #65-381452 as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of October, 1996.

[Signature]
JEAN CASCIO,
NOTARY PUBLIC

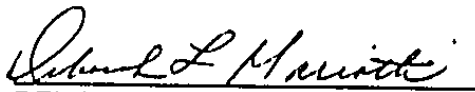
My commission expires: 1-4-98



ACCEPTANCE OF REGISTERED AGENT

FILED
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Designation as Initial agent for the foregoing Corporation is hereby acknowledged and accepted this 31 day of OCT., 1996.



DEBORAH L. MARIOTTI
1624 E. Atlantic Blvd.
Pompano Beach, FL 33060