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CAROLYN KARETTIS
Attorney at Law
3121 Ponce De Leon Blvd.
Coral Gables, Florida 33134
(305) 444-2123

November 14, 1996

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****122.50 ****122.50

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

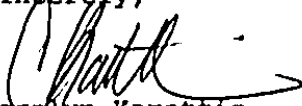
RE: Business & Friends Services, Inc.

Dear Division of Corporations:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50

This represents the cost of filing fees, certified copy of Articles of incorporation and the fee for Registered Agent Designation for the above-named corporation.

Sincerely,


Carolyn Karetts

enclosure

NOV 26 1996

BSB

FILED
96 NOV 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BUSINESS & FRIENDS SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: BUSINESS & FRIENDS SERVICES, INC.

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for all legal purposes of in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of common stock at One Dollar (\$1.00) par value.

Shares may be issued for such consideration as is determined from time to time by the shareholders. This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board.

after been a Director or Officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

ARTICLE XI - REMOVAL OF DIRECTORS

Any Director, or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

ARTICLE XII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

N A M E :

Jose A. Martin

A D D R E S S :

252 Washington Avenue
Homestead, Fl 33030

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

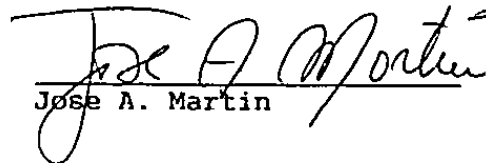
ARTICLE XIV - POWERS

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XV - 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 by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Nov 5 day of November, 1996.


Jose A. Martin

STATE OF FLORIDA)
COUNTY OF DADE)

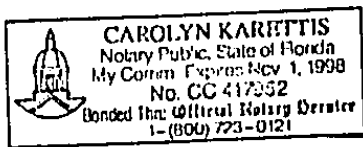
Before me personally appeared JOSE A. MARTIN
to me personally known and known to me to be the person(s)
described in and who executed the foregoing instrument, and
acknowledged to and before me that he executed the said
instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 05th day of
November, 1996.



Notary Public
State of Florida

My Commission Expires:



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

In accordance with the Florida General Corporation Act,
Section 607.034, the following is submitted:

That " Business & Friends Services, Inc." desiring to
organize or qualify under the Laws of the State of Florida
with its principal place of business in the City of Homestead,
State of Florida, has named:

Jose A. Martin

as its Resident Agent to accept service of process.

Signature:

Jose A. Martin

Date: Nov 5 - 1996

A C K N O W L E D G E M E N T S :

Having been named to accept service of process for the above
named corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity and
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.

Dated:

Jose A Martin
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000096397



Mr. Jose A. Martin
11761 SW 15th St.
Miami, FL 33184

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-03/20/97--01074--009
*****35.00 *****35.00

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 AM 8:12

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R/A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7 FILED MAR 24 1997

Examiner's Initials	
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Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, Joe A. Martin, hereby resign as Vice-President-Treasurer
(Title)
of Business and Friends Services Inc - Corp. N'P9600096397
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Joe A. Martin
(Signature of resigning officer/director)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 20 AM 8:12

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314