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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/28/97--01062--013
****122.50 ****122.50

Re: Mr. B Enterprises, Inc.
(name of corporation)

Gentlemen:

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

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Brian Bloom
(individual's name)

Mr. B Enterprises, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION

9467 Boca Cove Circle #813

Boca Raton, Fl. 33428

PHONE

(954)
Area Code

422-0185

Number

Ext.

AUTHORIZATION BY PHONE TO

CO. NAME

DATE

DOC EXAM

Art. I
1/31/97
Walter Brown

ARTICLES OF INCORPORATION

of
Mr. B Enterprises USA, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Mr. B Enterprises USA, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: Mr. B Enterprises USA, Inc.			
ADDRESS 9467 Boca Cove Circle #813			
CITY	Boca Raton	FLORIDA	ZIP 33428

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: Brian Bloom			
ADDRESS 9467 Boca cove Circle #813			
CITY	Boca Raton	FLORIDA	ZIP 33428

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 director(s) of the corporation are as follows:

NAME: Brian Bloom			
ADDRESS 9467 Boca Cove Circle #813			
CITY	Boca Raton	STATE FL.	ZIP 33428
NAME:			
ADDRESS:			
CITY		STATE	ZIP
NAME:			

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Brian Bloom Pres/V.Pres/Tres/Sec		
ADDRESS	9467 Boca cove Circle #813		
CITY	Boca Raton	STATE	Fl. ZIP 33428
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17 day of Jan, 1997.

[Signature] (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF Broward)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Brian Bloom

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 17 day of Jan, 1997.

(Notary Seal)

[Signature]
 (Notary Public, State of Florida at Large)

My Commission expires:



Walter T. Samuelson
 MY COMMISSION # CC534868 EXPIRES
 February 26, 2000
 BONDED THRU TROY FAH INSURANCE, INC

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Mr. B Enterprises USA, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 9467 Boca Cove Circle #813

Boca Raton, Fl. 33428

has named Brian Bloom

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

97 JAN 27 PM 3:06