

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 \$ _____

FILED
97 FEB 13 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL FEB 13 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY HAAD _____

WALK-IN Will Pick Up 2/13 430

RE: Bienville Limited,

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 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 _____		

600002087286--1
***122.50 ***122.50

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DIVISION OF CORPORATION

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BIENVILLE LIMITED, INC.

ARTICLE I. NAME

The name of this corporation shall be BIENVILLE LIMITED, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of the corporations existence shall be at the time of filing of these Articles of Incorporation by the Secretary of State. The Corporation shall enjoy a perpetual existence unless earlier dissolved.

ARTICLE III. PURPOSE

The corporation is being organized for the purpose of engaging in the business of manufacturing, buying or selling or wholesaling or retailing of any goods or services, and the transacting of any and all business permitted under the laws of the State of Florida, and the United States of America.

ARTICLE IV. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE & AGENT

The corporation's principal office shall be:

1065 N.E. 177TH TERRACE
NORTH MIAMI BEACH, FL 33162

The name and address of the corporation's initial registered agent is:

JAY BERGER
1065 N.E. 177TH TERR.
NORTH MIAMI BEACH, FL 33162

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 500 shares of no par value common stock.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be less than one. The name and address of the initial director is:

JAY BERGER
1065 N.E. 177TH TERRACE
NORTH MIAMI BEACH, FL 33162

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, current or former, to the fullest extent of the law.

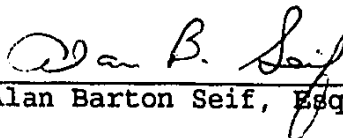
ARTICLE IIX. INCORPORATOR

The name and address of the Incorporator filing these Articles of Incorporation is:

Alan Barton Seif
Attorney at Law
1110 N.E. 163rd Street, Suite 4
North Miami Beach, FL 33162

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Alan Barton Seif, Esq., Incorporator

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

I, JAY BERGER, hereby accept the designation as registered agent and agree to serve as such for BIENVILLE LIMITED, INC.

Jay Berger
JAY BERGER, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAY BERGER, designated above to be the initial registered agent who is personally known to me, or whom produced a Florida drivers license as identification, personally appeared before me at the time of notarization, and, under oath, acknowledged signing these Articles of Incorporation of BIENVILLE LIMITED, INC.

Alan B. Seif
Notary Public

2/7/97
Date

ALAN B. SEIF
Printed or Typed Name

