

04/12/1997 23:00

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JORGE M VILLALOBOS

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000007769 7))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: B. APPLES INTERNATIONAL GROUP, CORP.

AUDIT NUMBER.....H97000007769

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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97 MAY 12 AM 7:45

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97 MAY 12 AM 7:45

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

B. APPLES INTERNATIONAL GROUP, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

801 Madrid St.
Coral Gables, Fl. 33134

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Bernardo Perez
801 Madrid St.
Coral Gables, Fl. 33134

Prepared by:

Bernardo Perez
801 Madrid St.
Coral Gables, Fl. 33134
(305) 413-0716

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Bernardo Perez
801 Madrid St.
Coral Gables, FL 33134
(305)413-0716

Director & President.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12 day of May, 19 97



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 AM 7:45**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

B. APPLES INTERNATIONAL GROUP, CORP.
(must include suffix)

2. The name and address of the registered agent and office is:

Bernardo Perez
(NAME)

801 Madrid St.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Coral Gables, Fl. 33134
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

5-12-97
(DATE)

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