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May 23, 1997

Department of State, Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-05/23/97--01005--015
****122.50 ****122.50

Re: B.G. SUPPLIES DISTRIBUTOR EXPORT/IMPORT, INC.

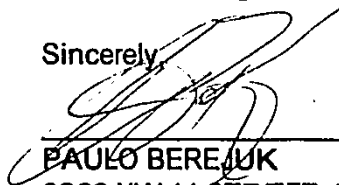
Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of B.G. SUPPLIES DISTRIBUTOR EXPORT/IMPORT, INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

The undersigned hereby requests expedited service for this filing.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



PAULO BEREZUK
8262 NW 14 STREET, MIAMI, FL 33126

MAY 30

BSB

FILED
97 MAY 28 AM 11:13
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

B.G. SUPPLIES DISTRIBUTOR EXPORT/IMPORT, INC.

ARTICLE I

The name of the Corporation is B.G. SUPPLIES DISTRIBUTOR EXPORT/IMPORT, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 8262 NW 14 STREET, MIAMI, FL 33126.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 100 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 8262 NW 14 STREET, MIAMI, Florida 33126, and the name of the Corporation's initial registered agent for service of process at such address is PAULO BEREJUK.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
PAULO BEREJUK, 8262 NW 14 STREET, MIAMI, FL 33126.

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of

May, 1997.


PAULO BEREJUK

8262 NW 14 STREET, MIAMI, FL 33126

FILED

97 MAY 28 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 MAY 28 AM 11:13

Pursuant to the provisions of sections 607.0501 or 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.G. SUPPLIES DISTRIBUTOR
EXPORT/IMPORT, INC.

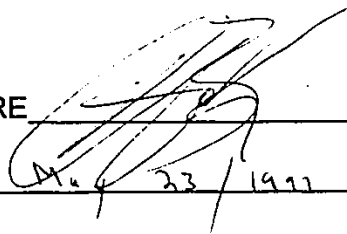
2. The name of the registered agent and office is:

PAULO BEREJUK
8262 NW 14 STREET, MIAMI, Florida 33126

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

DATE


May 23 / 1997