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BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
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LONNIE K. BROWNE
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MICHAEL W. CONNORS
ROBERT L. CRANE, P.A.
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TIMOTHY J. ROOKS
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PHILLIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL
JULIE ANN ALLISON
JOHN L. REMSEN

NORTHBRIDGE TOWER 1 • 19TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-5900
TELECOPIER (561) 833-4209

MAILING ADDRESS
P.O. BOX 4626
WEST PALM BEACH, FL 33402-4626

December 5, 1997

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Mr. John Nedean

Re: B & B Realty, Inc. - new corporation

Dear John:

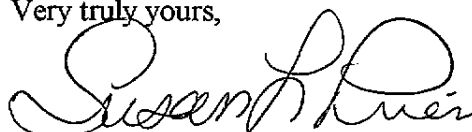
I enjoyed speaking with you today to discuss the Articles of Incorporation that I submitted on October 23, 1997 on behalf of B & B Realty, Inc.

Enclosed are the original and a copy of the articles, with a copy of your letter requesting an affidavit, and original affidavit of Mary C. Brown, President and surviving director of the recently dissolved B & B Realty, Inc.

It would be appreciated if you would submit the Articles and Affidavit for filing, and return file-stamped copies to us via Federal Express, billed to our firm (account number 0334-0910-9).

Thank you so much for all of your assistance on this matter. Please do not hesitate to contact me (561-820-0359) or in my absence, Jason Haselkorn, Esq. (561-820-0391).

Very truly yours,



Susan L. Priess, CLA
Certified Legal Assistant

Enclosures

FILED
97 DEC -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/23/97--01069--008
*****70.00 *****70.00

~~W97 26000~~

Q12-8-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 18, 1997

BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL
ATTN: SUSAN L. PRIESS
515 N. FLAGLER DR., 19TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: B & B REALTY, INC.
Ref. Number: W97000026000

We have received your document for B & B REALTY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

TO FILE THE CORPORATION WITH YOUR NAME REQUEST AN AFFIDAVIT MUST BE SUBMITTED WITH YOUR ARTICLES AT THE SAME TIME TO ENSURE YOU GET THE NAME.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 897A00055184

ARTICLES OF INCORPORATION
OF
B & B REALTY, INC.

FILED
97 DEC -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber and incorporator, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be B & B Realty, Inc., located at 5416 N.W. 72nd Avenue, Miami, Florida 33166.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of 01/100 Dollars (\$0.01) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 N. Flagler Drive, Suite 1900, West Palm Beach, FL 33401.

The name of the initial registered agent of this corporation at that address is Jason S. Haselkorn.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Carlos Benhamu	5416 NW 72nd Avenue, Miami, Florida 33166
Carolina Benhamu	5416 NW 72nd Avenue, Miami, Florida 33166
Albert Benhamu	5416 NW 72nd Avenue, Miami, Florida 33166
Blas Hernandez	5416 NW 72nd Avenue, Miami, Florida 33166

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

Carlos Benhamu 5416 NW 72nd Avenue, Miami, Florida 33166.

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

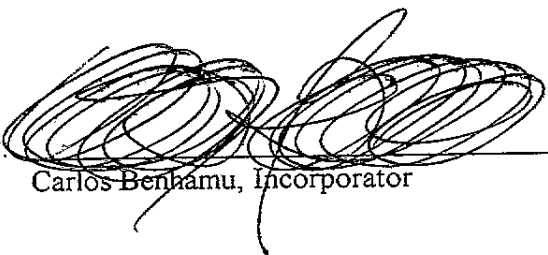
ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 25th day of October, 1997.

By


Carlos Benhamu, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Jason S. Haselkorn

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97 DEC -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, on this day personally appeared Mary C. Brown, who has a legal address of 249 Sleepy Oaks Road NW, Fort Walton Beach, Florida, known to me to be the person who subscribed her name below, who after having been first duly sworn by me, on oath deposes and says:

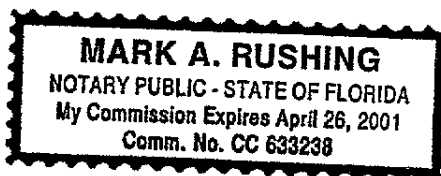
1. Mary C. Brown is President and surviving Director of B & B Realty, Inc., a dissolved Florida corporation, Florida Corporation Document No. 557799.
2. B & B Realty, Inc., a dissolved Florida corporation, is not presently doing business.
3. B & B Realty, Inc., a dissolved Florida corporation, does not intend to apply for reinstatement or to apply for revocation of the dissolution of the corporation.
4. Mary C. Brown, as President and surviving Director of B & B Realty, Inc., a dissolved Florida corporation, hereby grants permission for Carlos Benhamu, whose legal address is 5416 N.W. 72nd Avenue, Miami, Florida 33166, to immediately assume and use the name "B & B Realty, Inc." for a new corporation.
5. Carlos Benhamu agrees not to use the corporate name "B & B Realty, Inc." in Florida west of Tallahassee, Florida.

Mary C. Brown
Mary C. Brown, as President and
Surviving Director of B & B Realty,
a dissolved Florida corporation,
Document No. 557799

FILED
97 DEC -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of December, 1997, by Mary C. Brown, as President and Surviving Director of B & B Realty, Inc., a dissolved Florida corporation, Document No. 557799, who is personally known to me or who has produced Driver's Lic. (type of identification) as identification.



Mark A. Rushing
MARK A. RUSHING (Printed Name)
Notary Public (Title)
Commission No.: