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JANUARY 5, 1998

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CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
TALLAHASSEE, FL 32301

Re: B & B FINANCE INTERNATIONAL, CORP.

GENTLEMEN:

ENCLOSED FOR FILING ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION OF
B & B FINANCE INTERNATIONAL, CORP.

ALSO ENCLOSED IS MY CHECK IN THE AMOUNT OF \$122.50 TO COVER THE COST OF FILING AND ONE
CERTIFIED COPY.

PLEASE RETURN THE CERTIFIED COPY TO THE UNDERSIGNED.

THANK YOU FOR YOUR TIME AND ATTENTION.

SINCERELY,

Olena Borysenko

OLENA BORYSENKO
19470 PEACHLAND BLVD.
PORT CHARLOTTE, FL 33948

ENCLOSURES

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98 JAN 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/12/98-46m



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1997

OLENA BORYSENKO
19470 PEACHLAND BLVD
PORT CHARLOTTE, FL 33980

SUBJECT: B B INTERNATIONAL, CORP.
Ref. Number: W97000028796

We have received your document for B B INTERNATIONAL, CORP. and your check(s) totaling \$122.50. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The registered agent and street address must be consistent wherever it appears in your document.

PLEASE DOUBLE CHECK ZIP CODES THROUGHOUT DOCUMENT.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 297A00060746

ARTICLES OF INCORPORATION
OF
B & B FINANCE INTERNATIONAL, CORP.

THE UNDERSIGNED SUBSCRIBED, OLENA BORYSENKO, A NATURAL PERSON COMPETENT TO CONTRACT, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

ARTICLE ONE. NAME.

THE NAME OF THE CORPORATION IS, B & B FINANCE INTERNATIONAL, CORP., ADDRESS OF THE CORPORATION 19470 PEACHLAND BLVD., PORT CHARLOTTE, FLORIDA 33948.

ARTICLE TWO. NATURE OF BUSINESS.

THE GENERAL BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

1. TO ESTABLISH, PURCHASE, LEASE AS LESSEE, OR OTHERWISE ACQUIRE, TO OWN, OPERATE, AND MAINTAIN, AND TO SELL, MORTGAGE, DEED IN TRUST, LEASE AS LESSOR, AND OTHERWISE DISPOSE OF RETAIL STORES OR DEPARTMENT THEREIN; TO BUY, SELL, TRADE MANUFACTURE, DEAL IN, AND DEAL WITH GOODS, WARES, AND MERCHANDISE OF EVERY KIND AND NATURE, AND TO CARRY ON SUCH BUSINESS AS WHOLESALERS, RETAILER, IMPORTER, AND EXPORTER; TO ACQUIRE ALL SUCH MERCHANDISE, SUPPLIES, MATERIALS, AND OTHER ARTICLES THAT SHALL BE NECESSARY OR INCIDENTAL TO SUCH BUSINESS; AND TO HAVE ANY AND ALL POWERS ABOVE SET FORTH AS FULLY AS A NATURAL PERSON, WHETHER AS PRINCIPAL, AGENT, TRUSTEE, OR OTHERWISE.
2. TO PURCHASE, TO RECEIVE BY WAY OF GIFT, SUBSCRIBE FOR, INVEST IN AND IN ALL OTHER WAYS, ACQUIRE, IMPORT, LEASE, POSSESS, MAINTAIN, HANDLE ON CONSIGNMENT, OWN, HOLD FOR INVESTMENT OR OTHERWISE, ENJOY, EXERCISE OPERATE, MANAGE, CONDUCT, PERFORM, MAKE, BORROW, GUARANTEE, CONTRACT IN RESPECT OF, TRADE AND DEAL IN, SELL, EXCHANGE, LET, LEND, EXPORT, MORTGAGE, PLEDGE, DEED IN TRUST, HYPOTHECATE, ENCUMBER, TRANSFER, ASSIGN AND IN ALL WAYS DISPOSE OF, DESIGN, DEVELOP, INVENT, IMPROVE, EQUIP, REPAIR, ALTER, FABRICATE, ASSEMBLE, BUILD, CONSTRUCT, OPERATE, MANUFACTURE, PLANT, CULTIVATE, PRODUCE, MARKET, AND IN ALL WAYS DEAL IN AND WITH PROPERTY OF EVERY KIND AND CHARACTER, REAL, PERSONAL, OR MIXED, TANGIBLE OR INTANGIBLE, WHEREVER SITUATED AND HOWEVER HELD, INCLUDING, BUT NOT LIMITED TO, MONEY, CREDIT, CHOSES IN ACTION, SECURITIES, STOCKS, BONDS, WARRANTS, SCRIPT, CERTIFICATES, DEBENTURES, MORTGAGES, NOTES, COMMERCIAL PAPER AND OTHER OBLIGATIONS AND EVIDENCES OF INTEREST IN OR INDEBTNESS OF ANY PERSON, FIRM, OR CORPORATION, FOREIGN OR DOMESTIC, OR OF ANY GOVERNMENT OR SUBDIVISION OR AGENCY THEREOF, DOCUMENTS OF TITLE, AND ACCOMPANYING RIGHTS, AND EVERY OTHER KIND AND CHARACTER OF PERSONAL PROPERTY, REAL PROPERTY, AND THE PRODUCTS AND AVIALS THEREOF, AND EVERY CHARACTER OF INTEREST THEREIN AND APPURTENANCE THERETO.

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ARTICLE THREE. CAPITAL STOCK.

THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 100, WHICH SHALL BE COMMON STOCK AT A PAR VALUE OF \$.10 EACH.

NO STOCK OF THIS CORPORATION SHALL BE ISSUED OR TRANSFERRED TO ANY PERSON WHO IS NOT AN OFFICER OR DIRECTOR OF THIS CORPORATION; EXCEPT WITH THE CONSENT OF THE BOARD OF DIRECTORS EVIDENCED BY A RESOLUTION DULY PASSED AT A REGULAR MEETING OF THE BOARD, OR AT A SPECIAL MEETING CALLED FOR THAT PURPOSE. EVERY SHAREHOLDER WHO DESIRES TO SELL STOCK, AND ANY SHAREHOLDER WHO FOR ANY REASON SHALL CEASE TO BE AN OFFICER OR DIRECTOR, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, SHALL BE REQUIRED IN WRITING TO SEE THE BOARD OF DIRECTORS, THE NUMBER OF SHARES OF THE CAPITAL STOCK HELD BY HIM, AND THE PRICE PER SHARE TO BE DETERMINED BY THE MUTUAL AGREEMENT OF THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVE, LEGATEES, OR ASSIGNS, AND THE BOARD OF DIRECTORS; BUT IN THE EVENT THAT THE BOARD OF DIRECTORS ARE UNABLE TO AGREE ON THE PRICE PER SHARE, THE DETERMINATION OF THE PRICE PER SHARE SHALL BE REFERRED TO THE DECISION OF THREE DISINTERESTED PERSONS, ONE TO BE CHOSEN BY THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, ONE TO BE CHOSEN BY THE BOARD OF DIRECTORS, EXCLUSIVE OF THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVE, LEGATEES, OR ASSIGNS, AND THE THIRD BY THE TWO ARBITRATORS SO CHOSEN; AND IF EITHER THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, OR THE BOARD OF DIRECTORS EXCLUSIVE OF THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, SHALL FOR MORE THAN SIXTY DAYS NEGLECT OR REFUSE TO CHOOSE AN ARBITRATOR AFTER DISPUTE AS TO THE PRICE PER SHARE HAS ARISEN, THEN THE OTHER SHALL CHOOSE TWO DISINTERESTED PERSONS, AND THEY SHALL CHOOSE A THIRD; AND THE DETERMINATION OF ANY OF THE TWO OF THE THREE ARBITRATORS SO CHOSEN SHALL BE FINAL AND BINDING AS TO THE PRICE PER SHARE FOR THE SALE THE OCCURING, BUT NOT FOR SUBSEQUENT SALES. UPON THE DETERMINATION OF THE PRICE PER SHARE IN ACCORDANCE WITH THE PROCEDURE OUTLINED IN THIS PARAGRAPH, THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, SHALL IMMEDIATELY, ON THE PAYMENT OR TENDER TO HIM IN CASH OF SUCH PRICE PER SHARE, TRANSFER AND ASSIGN THE SHARES OF STOCK HELD TO THE PERSON OR PERSONS DESIGNATED BY THE BOARD OF DIRECTORS.

ARTICLE FOUR. TERM OF EXISTENCE.

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE FIVE. REGISTERED OFFICE.

THE INITIAL REGISTERED OFFICE SHALL BE LOCATED AT 19470 PEACHLAND BLVD., PORT CHARLOTTE, FL 33948 AND THE INITIAL REGISTERED AGENT SHALL BE OLENA BORYSENKO.

ARTICLE SIX. DIRECTORS.

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN THREE (3).

THE NAME AND ADDRESS OF EACH MEMBER OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, IS AS FOLLOWS:

NAME	ADDRESS
OLENA BORYSENKO	24540 HARBORVIEW RD. C-1 PORT CHARLOTTE, FL 33980

ARTICLE SEVEN. SUBSCRIBERS.

THE NAME AND ADDRESS OF EACH SUBSCRIBER IS AS FOLLOWS:

NAME	ADDRESS
OLENA BORYSENKO	24540 HARBORVIEW RD. C-1 PORT CHARLOTTE, FL 33980

ARTICLE EIGHT. COMMENCEMENT.



THIS CORPORATION SHALL BEGIN ITS CORPORATE EXISTENCE ON FILING.


OLENA BORYSENKO

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME PERSONALLY APPEARED OLENA BORYSENKO TO ME PERSONALLY KNOWN
OR WHO PRODUCED _____ AS IDENTIFICATION, KNOWN TO ME TO BE THE PERSON DESCRIBED
IN AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES HEREIN EXPRESSED AND WHO DID
TAKE AND OATH

WITNESS MY HAND AND OFFICIAL SEAL, THIS 7th DAY OF JANUARY 1998.



SANDRA CARMELLO
COMMISSION # CC580237
EXPIRES AUG 27, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ACCEPTANCE

I, OLENA BORYSENKO, WITH OFFICES AT 19470 PEACHLAND BLVD., PORT CHARLOTTE, FL 33948, HEREBY ACCEPT THE FOREGOING DESIGNATION AS REGISTERED AGENT OF, B & B FINANCE INTERNATIONAL, CORP.

WITNESS MY HAND AND SEAL THIS 7th DAY OF Jan., 1998.

Olena Borysenko
OLENA BORYSENKO

Sandra Carmello



SANDRA CARMELLO
COMMISSION # CC580237
EXPIRES AUG 27, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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