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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: B & D ENTERPRISES OF SOUTH FLORIDA, CORP.

AUDIT NUMBER.....H98000002536

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1998

FAS-T CORP AGENTS INC

SUBJECT: B&D ENTERPRISES OF SOUTH FLORIDA, CORP.
REF: W98000002742

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
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FAX Aud. #: H98000002536
Letter Number: 098A00006960

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
B & D ENTERPRISES OF SOUTH FLORIDA, CORP.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: B&D Enterprises of South Florida, Corp.

ARTICLE II - PRINCIPAL OFFICE

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

1921 N.W. 35th Terrace
Coconut Creek, FL 33066

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock having a ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Denise Schmitz
1921 N.W. 35th Terrace
Coconut Creek, FL 33066

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

Prepared By: DOMINGO ALONSO
250 VALENCIA AVE.
CORAL GABLES, FL 33134
(305) 448-3898

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ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President
Denise Schmitz
1921 NW 35th Terrace
Coconut Creek, FL 33066

ARTICLE VIII - PREEMPTIVE RIGHTS

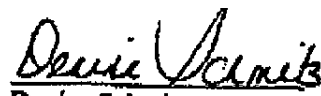
Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Denise Schmitz
1921 NW 35th Terrace
Coconut Creek, FL 33066

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Denise Schmitz
State of Florida

ARTICLES OF INCORPORATION
PAGE THREE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this day of , 19 .

NOTARY PUBLIC, State of Florida

My commission expires:

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

Denise Schnetz

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TALLAHASSEE FLORIDA