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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: B & B CORPORATION

AUDIT NUMBER.....H98000002370

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

ACE INDUSTRIES INC

SUBJECT: B & B CORPORATION
REF: W98000002585

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98-2370

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, (F.S. 607) do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name and address of the corporation is:

B & B USA, INC.
18526 NE 2 AVENUE
MIAMI, FLORIDA 33179

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in any lawful business activity for which corporations may be incorporated under the Florida General Corporation Act, (F.S. 607)".

ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is One Thousand, (1,000) Shares. Such shares shall be of a single class (capital stock), shall be One dollar (\$1.00) per share par value, and shall be known as Section 1244 Stock as such stock term is defined in the Internal Revenue Code.

Prepared by:
ace Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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TALLAHASSEE FLORIDA

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ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Director(s).

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least One Thousand (\$1,000.00) Dollars.

ARTICLE VII

The street address of the initial principal office of the corporation is:

18526 NE 2 AVENUE
MIAMI, FLORIDA 33179

The initial Registered Agent at such address is:

H. ALBERT BOCK
18526 NE 2 AVENUE
MIAMI, FLORIDA 33179

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ARTICLE VIII

The number of Director(s) constituting the initial Board of Directors of the corporation is two (2). The name and address of the person (s) who is to serve as member of the initial Board of Director(s) is:

H. ALBERT BOCOCK
18526 NE 2 AVENUE
MIAMI, FLORIDA 33179

STEVE BRAGG
18522 NE 2 AVENUE
MIAMI, FLORIDA 33179

ARTICLE IX

The name and address of each incorporator and the number of shares of stock each agrees to take is:

H. ALBERT BOCOCK (500)
18526 NE 2 AVENUE
MIAMI, FLORIDA 33179

STEVE BRAGG (500)
18522 NE 2 AVENUE
MIAMI, FLORIDA 33179

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Miami, Florida.


PRESIDENT

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TALLAHASSEE FLORIDA

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon who proceeds may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that B & B USA, INC. is desiring to organize or qualify under the laws of the State of Florida with its principle place of business at city of MIAMI, State of FLORIDA, has named H. Albert Bocock located at 18526 NE 2 Avenue, city of MIAMI, FLORIDA, as its agent to accept service of process within Florida.

SIGNATURE:



TITLE:

President

DATE:

Jan 28, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:



(Resident Agent)

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