

Berger
Davis &
Singer
Professional Association

215 South Monroe Street Suite 705
Tallahassee, Florida 32301
Phone: 850.561.3010
Fax: 850.561.3013

798000092051

October 29, 1998

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: B2 Fund, Inc.

Dear Filing Clerk:

200002675442--2
-10/29/98--01029--003
*****78.75 *****78.75

Enclosed herewith are:

- 1) One executed and one xerox copy of Articles of Incorporation for B2Fund, Inc.
- 2) Our check in the amount of \$78.75 to cover the filing fee of \$35.00, the registered agent fee of \$35.00 and certified copy fee of \$8.75.

Please have the enclosed Articles filed and contact our office at 561-3010 when the certified copy is ready for pick-up.

Thank you for your assistance with this filing.

Sincerely,

Elizabeth Anne Moss
Elizabeth Anne Moss
Administrative Assistant

EAM/sm
Enclosure

RECEIVED
98 OCT 29 AM 10:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
98 OCT 29 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH OCT 29 1998

ARTICLES OF INCORPORATION

OF

B2 FUND, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: B2 FUND, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1650 S.E. 17 Street Causeway, Suite 204, Fort Lauderdale, Florida 33316.

FILE
98 OCT 29 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
ADDRESS OF REGISTERED OFFICE IN THIS STATE

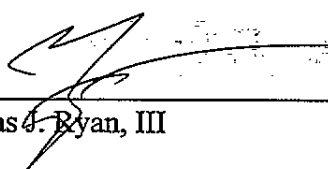
The street address of the initial registered office of this Corporation in the State of Florida is 1650 S.E. 17 Street Causeway, Suite 204, Fort Lauderdale, Florida 33316 and the initial registered agent of this Corporation at that address shall be Thomas J. Ryan, III.

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Thomas J. Ryan, III	1650 S.E. 17 Street Causeway Suite 204 Ft. Lauderdale, Florida 33316

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this 28th of October, 1998.



Thomas J. Ryan, III

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation hereby consents to act as such registered agent.



Thomas J. Ryan, III

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