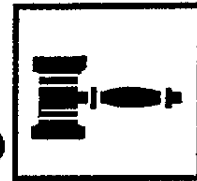


DOCUMENT TYPING SERVICE

2715 N. Cocoa Boulevard (U.S. 1)
Cocoa, Florida 32922
(407) 633-9353



P98000096972

Nov 12, 1998

EFFECTIVE DATE
1-1-99

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*****78.75 *****78.75

1- C05

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: BHB Technologies Inc

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

Filing fee & Certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 11:12

F. CHESSEB NOV 18 1998

ARTICLES OF INCORPORATION
OF
BHB TECHNOLOGIES INC.

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
1-1-99 ARTICLE I NAME

The name of the corporation shall be BHB TECHNOLOGIES INC.
The principal place of business of this corporation shall be:
4680 Byron Street, Cocoa, Florida 32927.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 11:12

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Thousand (1000) shares at \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V COMMENCEMENT OF BUSINESS

This Corporation shall commence doing business on: January 1, 1999.

ARTICLE VI OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

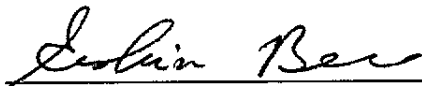
ERSKIN BELL
4680 Byron Street
Cocoa, Florida 32927

ARTICLE VII INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

ERSKIN BELL
4680 Byron Street
Cocoa, Florida 32927

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of November, 19 98.



ERSKIN BELL
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: BHB TECHNOLOGIES INC.
2. The name and address of the registered agent and office is: ERSKIN BELL, 4680 Byron Street, Cocoa, Florida 32927.

Erskin Bell
ERSKIN BELL
President
Title:
11/12/98
Date:

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Erskin Bell
ERSKIN BELL
Registered Agent:
Date: 11/12/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 11:12