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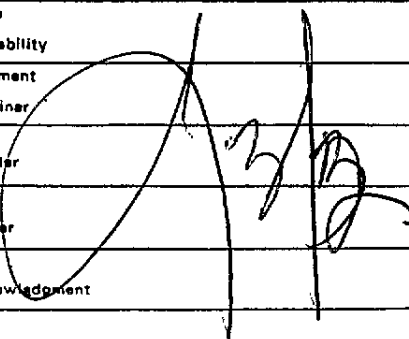
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CORPORATION(S) NAME

U.B. F. Holdings, INC.

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| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W.P. Verifier	

Cert. copy



Empire Toll Free: 1-800-432-3028

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

U.B.F. HOLDINGS, INC.

ARTICLES - NAME

The name of this Corporation is U.B.F. HOLDINGS, INC.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the Corporation and its objects and powers shall be as follows:

To perform all legal purposes and engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 500 shares of common stock, which shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address and principal office of the initial registered office of this corporation is 7425 N W 4 STREET, PLANTATION, FLORIDA 33317 and the name of the initial registered agent at that address is CHARLES M. DIVETO, JR..

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws. The names and addresses of the initial members of the Board of Directors is:

CHARLES M. DIVETO, JR.
7425 N W 4 STREET
PLANTATION, FLORIDA 33317

ARTICLE VII - INCORPORATOR

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

CHARLES M. DIVETO, JR.
7425 N W 4 STREET
PLANTATION, FLORIDA 33317

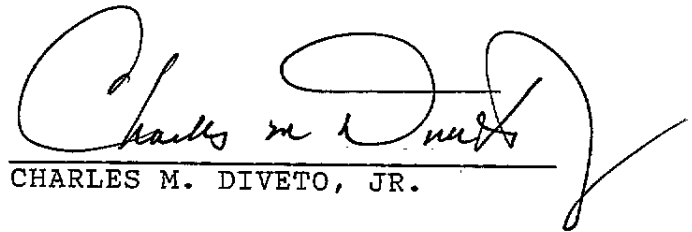
ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of FEBRUARY, 1999.


CHARLES M. DIVETO, JR.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared CHARLES M. DIVETO, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed my official seal in the State and County aforesaid, this 24 day of FEBRUARY, 1999.

My commission expires:

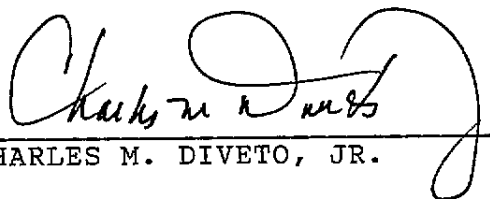



Notary Public

- 4 -

CERTIFICATE OF REGISTERED AGENT FOR PURPOSES OF SERVICES OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON PROCESS MAY BE
SERVED.

I, CHARLES M. DIVETO, JR. having been named to accept
service of process for U.B.F. HOLDINGS, INC.,
corporation desiring to organize under the laws of the State of
Florida with its principal office as indicated in the Articles of
Incorporation, at the City of PLANTATION, County of BROWARD ,
State of FLORIDA, do hereby accept to act in this capacity and
agree to comply with the provisions of the Florida Statutes
relative to keeping open said office.



CHARLES M. DIVETO, JR.

CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That U.B.F. HOLDINGS, INC., desiring to
organize under the laws of the State of Florida with it's
principal office, indicated in the articles of incorporation
at City of PLANTATION, County of BROWARD , State of Florida has
named CHARLES M. DIVETO, JR. located at 7425 N W 4 STREET of
PLANTATION, County of BROWARD , State of FLORIDA, as it's agent
to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate.

I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

BY Charles M. Diveto, Jr.
CHARLES M. DIVETO, JR.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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