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April 14, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****350.00 *****70.00

****350.00 *****70.00

Re: BF Acquisition Group I, Inc.
BF Acquisition Group II, Inc.
BF Acquisition Group III, Inc.
BF Acquisition Group IV, Inc.
BF Acquisition Group V, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporations. Also enclosed is a check in the amount of \$350.00, representing the filing fees for the above-named proposed Florida corporations.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
319 Clematis Street, Suite 812
West Palm Beach, FL 33401

FILED
99 APR 15 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 16 1999

ARTICLES OF INCORPORATION

OF

BF ACQUISITION GROUP II, INC.

FILED
99 APR 15 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is BF Acquisition Group II, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 50,000,000 shares of Common Stock, \$0.001 par value; and
2. 5,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

ARTICLE IV. - NO ANTI-TAKEOVER LAW GOVERNANCE

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

ARTICLE V. - DIRECTOR - CONFLICTS OF INTEREST

No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or

voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, committee or the shareholders.

A director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the fullest extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VI. - INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

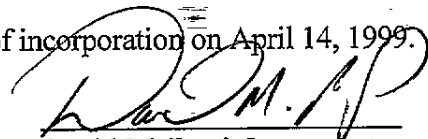
ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are David M. Bovi, 319 Clematis Street, Suite 812, West Palm Beach, Florida 33401.

ARTICLE VIII. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation are David M. Bovi, 319 Clematis Street, Suite 812, West Palm Beach, FL 33401.

The undersigned incorporator has executed these articles of incorporation on April 14, 1999.


David M. Bovi, Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for BF Acquisition Group II, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3)



David M. Bovi

Date: April 14, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA