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Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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99 MAY 11 AM 7:10  
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

B.V.J.P. II, INC.

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F. CHESSE

MAY 12 1999

ARTICLES OF INCORPORATION

OF  
B.V.J.P. II, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

I.

NAME

THE NAME OF THIS CORPORATION IS: B.V.J.P. II, INC.

II.

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: MANAGEMENT.

1. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

FURTHER, AND NOT BY WAYS OF LIMITATION OF THE PRECEDING PARAGRAPH:

2. TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND, AND DESCRIPTION, EXCEPT THAT IT IS NOT CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURDITY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE, OR CEMETERY COMPANIES, BUILDING AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

3. TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL OR CONVEY, LEASE OR OTHERWISE DISPOSE OF, REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISE, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSE, IN THE STATE OF FLORIDA, AND IN ALL OTHER STATES AND COUNTRIES.

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4. TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL, OR PLEDGE BONDS, DEBENTURES, AND NOTES, AND OTHER EVIDENCE OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATION INDEBTEDNESS AS REQUIRED.

5. TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME, OR OTHER CHARACTER OF BUSINESS.

6. TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE, OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR PAY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS, CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA, OR ANY OTHER STATE OF GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL OF THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

III.

CAPITAL STOCK

THE MAXIMUM NUMBER IF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: FIVE HUNDRED SHARES OF COMMON STOCK, HAVING A NOMINAL PAR. VALUE OF: ONE DOLLAR.

IV.

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN: FIVE HUNDRED DOLLARS.

V.

TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

VI.

ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 13950 W. DIXIE HIGHWAY NORTH MIAMI, FLORIDA 33161, THE BOARD OF DIRECTORS, MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE OF THE CORPORATION TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

PAGE TWO

VII.

DIRECTORS

THIS CORPORATION SHALL BE EXERCISED BY A BOARD OF ONE (1) OR MORE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY NE INCREASED OR DIMINISHED, FROM TIME TO TIME, BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

VIII.

INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
BRYAN VEITH	13950 W. DIXIE HIGHWAY NORTH MIAMI, FLORIDA 33161
JOHN PISCOPO	13950 W. DIXIE HIGHWAY NORTH MIAMI, FLORIDA 33161

VIIII.

SUBSCRIBERS

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES, EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION ARE:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
BRYAN VEITH	13950 W. DIXIE HWY. N. MIAMI, FL. 33161	250	\$250.00
JOHN PISCOPO	13950 W. DIXIE HWY. N. MIAMI, FL. 33161	250	\$250.00

THESE ARTICLES OF INCORPORATION, MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE ADOPTED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM, TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING, BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREIN, UNLESS ALL DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

SUBSCRIBERS:

  
BRYAN VEITH  
PRESIDENT, RESIDENT AGENT

  
JOHN PISCOPO  
VICE-PRESIDENT

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE)

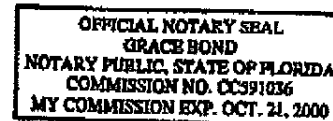
I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED: BRYAN VEITH AND JOHN PISCOPO, TO ME KNOWN, TO BE THE PERSONS DESCRIBED AS SUBSCRIBERS IN, AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THE SAME.

WITNESS, BY MY HAND AND SEAL, IN THE COUNTY OF DADE, STATE OF FLORIDA, ON THIS 10TH DAY OF MAY 1999.

Grace Bond

NOTARY PUBLIC, STATE  
OF FLORIDA, AT LARGE

MY COMMISSION EXPIRES: 10/21/2000  
MY COMMISSION NUMBER: CC 59 1036



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON PROCESS MAY BE SERVED.

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IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT B.V.J.P. II, INC., DESIRING TO ORGANIZE UNDER  
THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL OFFICE, AS  
INDICATED IN THE ARTICLES OF INCORPORATION, AT CITY OF NORTH MIAMI  
COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED BRYAN VEITH, AT  
13950 W. DIXIE HIGHWAY MIAMI, FL. 33161, CITY OF MIAMI, COUNTY  
OF DADE, STATE OF FLORIDA, AT IT'S AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, WITH  
THE PROVISIONS OF SAID ACT TO KEEPING OPEN SAID OFFICE.



RESIDENT AGENT  
BRYAN VEITH

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99 MAY 11 AM 7:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA