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Florida Department of State
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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

FLORIDA PROFIT CORPORATION OR P.A.

B&M INTERNATIONAL CORPORATION

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F. CHESNEY MAY 19 1999

FILED
99 MAY 19 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B&M INTERNATIONAL CORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
B&M INTERNATIONAL, CORPORATION

The principal place of business of this corporation shall be:
4810 NORTH WEST 79 AVENUE, Suite 306
MIAMI, FL 33166.

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 HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

MJ TAXES
420 Lincoln Road
Suite 387
Miami Beach, FL 33139
(305)-531-4542

ARTICLE V: 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:

CARLOS JULIO BORRERO
4810 NORTH WEST 79 AVENUE, Suite 306
MIAMI, FL 33166

CLARA VICTORIA PINEDA
4810 NORTH WEST 79 AVENUE, Suite 306
MIAMI, FL 33166

ARTICLE VI: INCORPORATOR

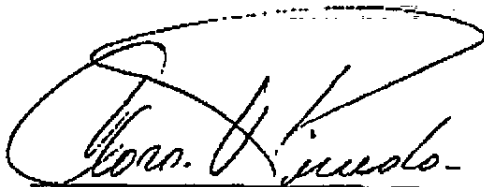
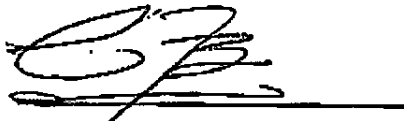
The name and street address of the incorporators to this articles of incorporation is:

CARLOS JULIO BORRERO
4810 NORTH WEST 79 AVENUE, Suite 306
MIAMI, FL 33166

CLARA VICTORIA PINEDA
4810 NORTH WEST 79 AVENUE, Suite 306
MIAMI, FL 33166

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 19 Days of May, 1999.

Signature of incorporators



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statute, 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 is: **B&M INTERNATIONAL CORPORATION**
2. The name and address of the registered agent and office is:
CARLOS JULIO BORRERO
4810 NORTH WEST 79 AVENUE, Suite 306
MIAMI, FL 33166

SIGNATURE 

TITLE: **PRESIDENT**

DATE: 5/19/99

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.

SIGNATURE 

DATE: 5/19/99