

July 9, 1999

19655 NE 12 Avenue
Miami, Florida 33179

(305) 313-7939
EXT. 1050

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 AUG -2 PM 5:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/13/99--01074--008
*****78.75 *****78.75

Dear Sirs,

Attached herewith is Certificate of Incorporation for "B2 International, Inc." for your action in incorporating same.

Also attached is a check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) being the filing and recording fee as well as for certified Articles.

Sincerely

Alfred A. Barnes

789,2589,2557,611,2551,2550
2099-16736



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 1999

ALFRED A. BARNES
19655 N.E. 12TH AVENUE
MIAMI, FL 33179

SUBJECT: B2 INTERNATIONAL, INC.
Ref. Number: W99000016736

We have received your document for B2 INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document. *ARTICLE II*

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.") *MARKED*

The registered agent must sign accepting the designation. *MARKED*

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours. *(305) 313-7939 EXT 1050*

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 999A00037218

CERTIFICATE OF INCORPORATION

of

"B2 International, Inc."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with powers, rights, privileges and immunities hereinafter mentioned, and do hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida this Certificate of Incorporation and to that end, by this Certificate, do set forth:

ARTICLE I

The name of this corporation (hereinafter called the "Corporation") is *B2 International, Inc.*

ARTICLE II

The principal office of the Corporation shall be in the City of Miami, County of Dade. The principal place of business shall be 19655 N.E. 12 Avenue, Miami Fl 33179.

ARTICLE III

SECTION 1. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) with a par value of \$1.00.

SECTION 2. The Board of Directors may determine at the time of issuance of any shares of Common Stock of the Corporation issued for cash, or within sixty (60) days after the issuance of said shares of the Corporation's Common Stock issued for property other than cash, what part of the consideration as may be received in excess of the part thereof which shall be determined to be capital, as aforesaid shall be surplus or net assets in excess of cash.

SECTION 3. All holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share. All holders of Common Stock shall have preemptive rights to purchase the Corporation's securities.

SECTION 4. (a) Every holder of shares in the Corporation shall be entitled to have a certificate representing all shares to which he or she is entitled; and such certificate shall be signed by the president or vice-president and the secretary or an assistant secretary of the Corporation and may be sealed with the seal of the Corporation or a facsimile thereof. The signature of the president or vice president and the secretary or assistant secretary may be facsimiles if the

certificate is manually signed on behalf of a transfer agent or a registrar other than the Corporation itself or an employee of the Corporation. In case any officer who signed, or officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issuance.

(b) Every certificate representing shares which are restricted as to the sale, disposition, or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any holders of Common Stock, upon request and without charge, a full statement of such restrictions.

ARTICLE IV

The registered agent of this Corporation shall be Alfred Barnes and the registered office shall be located at 19655 NE 12th Avenue, Miami, Florida 33179.

ARTICLE V

The name(s) and address(es) of the incorporator(s) of this Certificate of Incorporation is (are): Alfred Barnes, 19655 NE 12th Avenue, Miami, Florida 33179.

ARTICLE VI

SECTION 1. The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

SECTION 2. Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

SECTION 3. To do and perform all other acts and things which may be necessary or desirable in carrying out the full intents and purposes of this Corporation whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

SECTION 4. To make By-Laws not inconsistent with the laws of this state for the administration of the business and interests of the Corporation.

SECTION 5. To exercise the powers conferred upon corporations by the Statutes of Florida.

SECTION 6. This Corporation is organized under the provisions of Chapter 607, Florida Statutes, commonly known as the "Florida Business Corporation Act (1989)."

ARTICLE VII

SECTION 1. (a) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(b) The Corporation shall have the preemptive right to repurchase the shares of Common Stock held by an individual at the time of his or her death. All shares of Common Stock not repurchased by the Corporation shall be repurchased by the then existing holders of the Corporation's Common Stock.

ARTICLE VIII

The amount of capital stock with which this Corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00).

ARTICLE IX

This Corporation shall have perpetual existence. The existence of this Corporation shall commence as of the filing of the Articles of Incorporation.

ARTICLE X

The number of directors on the first Board of Directors of this Corporation shall be two (2). Directors may be holders of Common Stock. In case of a vacancy in the Board of Directors for any reason, the remaining members of the Board, or if none exist, the stockholders, may elect directors to fill such vacancy or vacancies. The Board of Directors may increase the number of directors, but the number of directors shall never be less than one (1).

ARTICLE XI

The names and addresses of the Board of Directors of this Corporation are as follows:

NAME	ADDRESS
Alfred Barnes	19655 NE 12th Ave. Miami, Florida 33179
Brenton Bishop	903 SW 2nd Ave. Hallandale, Florida 33009

Said Director(s) shall hold office until successors are elected and qualified.

ARTICLE XII

The executive officers of this Corporation shall be President, a Vice President, Treasurer and Secretary. All officers may be directors.

The Corporation may also have such other officers and agents as may be deemed necessary, and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and has such powers and duties as may be prescribed in the By-Laws, or as determined by the Board of Directors.

ARTICLE XIII

The Corporation shall have the power to indemnify, to the full extent permitted by the Laws of Florida, any incorporator, and officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person, who at the request of the Corporation, is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIV

The name(s) and address(es) of the person(s) who shall serve as officers of the Corporation until the first annual meeting or as otherwise provided for in the By-Laws, is/are as follows:

NAME	OFFICE	ADDRESS
Alfred Barnes	President and Treasurer	19655 NE 12th Ave. Miami, Florida 33179
Brenton Bishop	Vice President	903 SW 2nd Ave. Hallandale, Florida 33009

In furtherance and not in limitation of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the By-Laws of the Corporation, subject to the power of the holders of Common Stock having voting power to alter, amend or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property that is acquired by the Corporation, and to issue in exchange therefore Common Stock of the Corporation.

(c) To set apart out of any funds of the Corporation, a reserve or reserves for working capital, bad debts or for any other lawful purpose, and also to abolish any such reserves in the same manner in which they were created.

(d) To determine from time to time whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to inspection of the holders of Common Stock, but no holder of Common Stock shall have any right to inspect any account, book or document of the Corporation except as conferred by the Laws of Florida, unless and until authorized to do so by resolution of the Board of Directors, or the holders of Common Stock.

(e) A majority of the number of directors fixed by, or in the manner provided in the By-Laws or, in the absence of a by-law fixing or providing for the number of directors, then the number stated in the Articles of Incorporation shall constitute a quorum for the transaction of business. The act of the majority of the directors present and at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XV

If the By-Laws so provide, the holders of Common Stock and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to provisions of the Laws of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The Corporation may, in its By-Laws, confer the power upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authorities expressly conferred upon them by the Laws of Florida.

ARTICLE XVI

Directors reserve the right to declare dividends, when appropriate, which decision shall be announced at each annual meeting.

ARTICLE XVII

In case the Corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors or members or with any corporation or association of which one or more of its directors are holder of Common Stock, directors, or officers, then such contracts or transactions shall not be invalidated or in any way affected by the facts that such director or directors have or may have interests therein which are or might be adverse to the interest of this Corporation, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the By-Laws of the Corporation.

ARTICLE XVIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now, or hereafter prescribed by the Laws of Florida, and all rights and powers conferred herein upon the holders of Common Stock, directors and officers are subject to this reserved power.

ARTICLE XIX

The Corporation may apply for Subchapter S status under the provisions of the Internal Revenue Code, Title 26 of the United States Code.

ARTICLE XX


The Corporation is authorized to issue only one class of Common Stock. All shares of Common Stock shall only be issued to directors or officers of the Corporation, or such other person(s) designated by a majority or the directors of this Corporation.

ARTICLE XXI

The Common Stock of this Corporation may be sold by holders of Common Stock only after it has been offered for sale first to the Corporation for fifteen (15) business days, and thereafter to the remaining holders of Common Stock for fifteen (15) business days at the same price. Each new price will constitute a new offer to sell subject to this provision.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation pursuant to the Laws of Florida, does make, subscribe and acknowledge this Certificate, and has hereunto duly executed the foregoing Articles of Incorporation to be filed in

the office of the Florida Secretary of State, for the purposes herein set forth, this 9TH day of July 1999.

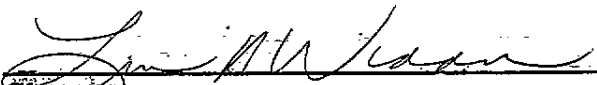


Alfred Barnes
Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

PERSONALLY APPEARED before me, the undersigned authority, this 9TH day of July 1999, Alfred Barnes, who produced a Florida Driver's License for identification, and who known to me and known to be the person making, subscribing and acknowledging the foregoing Certificate and Articles of Incorporation to be his free acts for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 9TH day of July 1999.



Signature
LINDA A. WIDDOWSON

Printed Name

My Commission expires:

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL
LINDA A WIDDOWSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC604143
MY COMMISSION EXP. NOV. 25, 2000

July 30, 1999

Alfred A. Barnes
19655 N.E. 12 Avenue
Miami, Florida 33179
(305)373-7939 ext. 1050

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

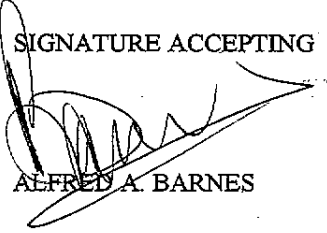
RE: B2 INTERNATIONAL, INC.

Dear Sirs,

With reference to your letter of July 20, attached,

I ALFRED A. BARNES STATE THAT I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF THE CORPORATION, B2 INTERNATIONAL, INC.

SIGNATURE ACCEPTING


ALFRED A. BARNES

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99 AUG -2 PM 5:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA