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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 02110000032

REFERENCE : 647456 10274A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : July 24, 1995

ORDER TIME : 8:41 AM

ORDER NO. : 647456

600001545076

CUSTOMER NO: 10274A

CUSTOMER: Barry Mittelberg, Esq
BARRY S. MITTELBERG, ESQ

Suite 2
6208 West Commercial Blvd.
Fort Lauderdale, FL 33319

DOMESTIC FILING

NAME: BEING EXPRESSED, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUL 25 1995

FILED
95 JUL 25 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEING EXPRESSED, INC.

FILED
95 JUL 25 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEING EXPRESSED, INC.

The address of the principal office of this corporation shall be 11725 Northwest 12th Street, Pembroke Pines, Florida 33026 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6208 West Commercial Boulevard, Suite 2, Ft. Lauderdale, Florida 33319, and the name of the initial registered agent of the corporation at that address is Scott Solomon.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Carlos Pundik Pres.	11725 Northwest 12th Street Pembroke Pines, Florida 33026
Lucy Unsworth V. Pres.	Same

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

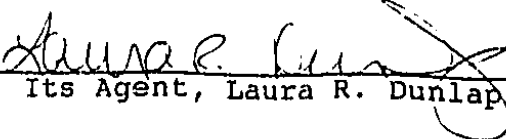
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 25, 1995.

CORPORATION SERVICE COMPANY

By:


Its Agent, Laura R. Dunlap

LEL/dgs

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
95 JUL 25 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Scott A. Salomon, Esq., an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

BEING EXPRESSED, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Scott A. Salomon