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FILED
99 JAN 22 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 20, 1999

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****122.50 *****78.75

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

Re: **BETTENCOURT MANUFACTURING, INC.**

Gentlemen:

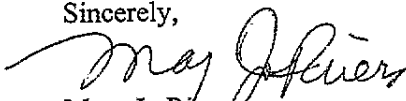
Enclosed please find for filing, Articles of Incorporation for the above referenced corporation, together with check in the amount of \$122.50, representing the following:

Filing Articles of Incorporation	\$ 35.00
Designation and Acceptance of	
Registered Agent	35.00
Certified Copy Fee	52.50
TOTAL	\$122.50

Please return a certified copy of Articles of Incorporation to the undersigned. Photocopies of same and a self-addressed stamped envelope are enclosed for this purpose.

If you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Sincerely,


Mary Jo Rivero
For the Firm

Encl.
cc: Mr. Eon Bettencourt

CB
1-27-99
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**ARTICLES OF INCORPORATION
OF
BETTENCOURT MANUFACTURING, INC.**

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

ARTICLE I. NAME

The name of the corporation shall be **BETTENCOURT MANUFACTURING, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address of this corporation shall be:

1789 S.W. 83rd Terrace
Miramar, FL 33025

and the mailing address of this corporation shall be:

1789 S.W. 83rd Terrace
Miramar, FL 33025

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock, \$1.00 par.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

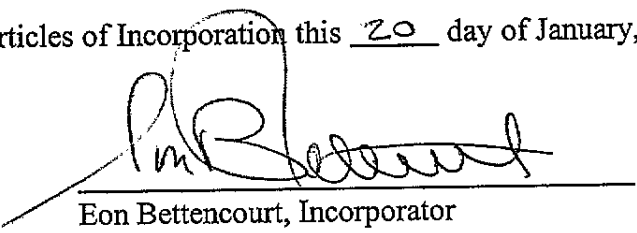
Mary Jo Rivero, Esquire
3 S.W. 129th Avenue, Suite 208
Pembroke Pines, FL 33027-1779

ARTICLE V. INCORPORATOR

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

Eon Bettencourt
1789 S.W. 83rd Terrace
Miramar, FL 33025

The undersigned has executed these Articles of Incorporation this 20 day of January,
1999.

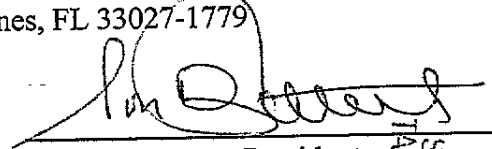

Eon Bettencourt, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: BETTENCOURT MANUFACTURING, INC.
2. The name and address of the registered agent and office is:

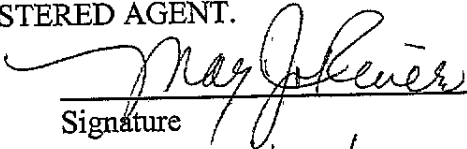
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Pembroke Pines, FL 33027-1779


Eon Bettencourt, President

Date: 1/20/99

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Signature

Date: 1/20/99