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FLORIDA BAR BOARD CERTIFIED
IN MARITAL AND FAMILY LAW

PO0000011373

January 26, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

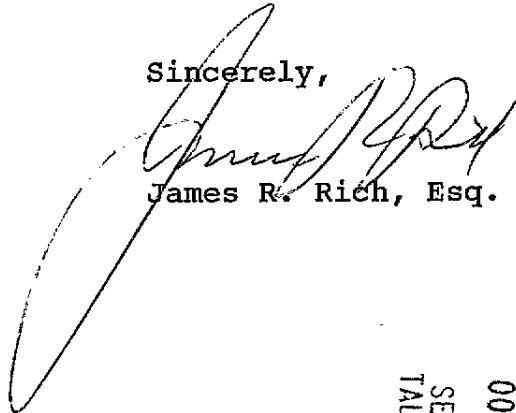
Re: Best Friends International, Inc.

Dear Sir or Madame,

Enclosed please find my client's Articles of Incorporation, Acceptance of Designation as Registered Agent, and my company check in the amount of \$78.75.

Would you please file the Articles of Incorporation and send me proof that they were filed. Thank you for your prompt attention to this matter.

Sincerely,



James R. Rich, Esq.

JRR/rl

cc: Mr. Stephane E. Belec

FILED
00 JAN 28 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB -2 2000

ARTICLES OF INCORPORATION
OF
BEST FRIENDS INTERNATIONAL, INC.
A Florida Corporation for Profit

00 JAN 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I

The name of the corporation shall be BEST FRIENDS INTERNATIONAL, INC.

II

The principal office and mailing address of the corporation shall be 1321 South N Street, Lake Worth, FL 33462.

III

The corporation shall be authorized to issue one hundred shares of common stock, which shall have no par value.

IV

The corporation's initial registered office shall be at 1321 South N Street, Lake Worth, Florida, 33462 and the initial registered agent shall be STEPHANE E. BELEC.

V

The name and address of the incorporator is as follows:
STEPHANE E. BELEC, 1321 South N Street, Lake Worth, Florida, 33462.

VI

The name and address of the individual who is to serve as the initial director is:

1. STEPHANE E. BELEC, 1321 South N Street, Lake Worth, Fla. 33462

VII

The purpose of the corporation shall be all lawful purposes for which corporations may be organized and operated in the state of Florida.

Personally appeared before me the undersigned authority STEPHANE E. BELEC who is personally known to me and being duly sworn acknowledged that he signed the foregoing Articles of Incorporation as an incorporator and that their contents are true.

[Handwritten signature of Stephane E. Belec]

STEPHANE E. BELEC

Date: Jan 26 2000

STATE OF FLORIDA

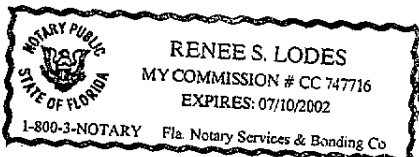
COUNTY OF PALM BEACH

[Handwritten signature of Renee S. Lodes]

NOTARY PUBLIC

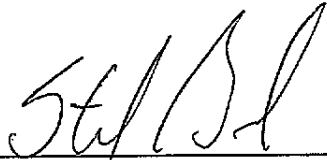
DATE: 1/26/00

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts his designation as the registered agent of BEST FRIENDS INTERNATIONAL, INC., and shall fully and faithfully comply with all laws of the state of Florida regarding duties as registered agent.



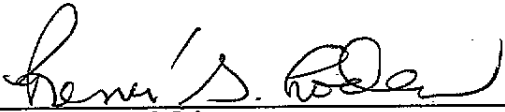
STEPHANE E. BELEC

Date: Jan 26 2000

STATE OF FLORIDA

COUNTY OF PALM BEACH

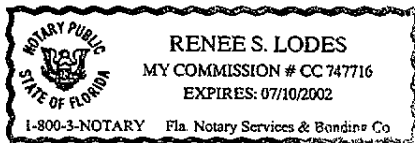
Personally appeared before me the undersigned authority STEPHANE E. BELEC, who being personally known to me and duly sworn acknowledged that he signed the foregoing acceptance of designation as registered agent and that its contents are true.



Notary Public

Date: 1/26/00

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 28 AM 10:43

FILED