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Florida Department of State

Division of Corporations

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To: Division of Corporations
 Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305) 541-3694
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EFFECTIVE DATE
02-28-00

FILED
 00 FEB 29 PM 1:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BEBMES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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N. Culligan FEB 29 2000

EFFECTIVE DATE
02-28-00

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(S)

ARTICLES OF INCORPORATION
OF
BEBMES, INC

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BEBMES, INC

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall be February 28, 2000.

ARTICLE III

NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one (1) vote per share and there shall be no cumulative voting.

Prepared by: John O. Sutton, Esq.,
Fla. Bar No. 245380
John O. Sutton, P.A.
2665 LeJeune Rd., PH-II
Coral Gables, Florida 33134
Phone: (305) 448-1295

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is c/o John O. Sutton, 2655, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is John O. Sutton, P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5101 N.W. 79 Avenue, Miami, Fl 33166.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have (2) director(s) initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and address of the initial directors are as follows:

America Mestre
5101 N.W. 79 Avenue
Miami, Fl 33166

Secretary/Treasurer

Francisco W. Mestre
5101 N.W. 79 Avenue
Miami, Fl 33166

President

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: John O. Sutton, 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

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ARTICLE IX

INDEMNIFICATION

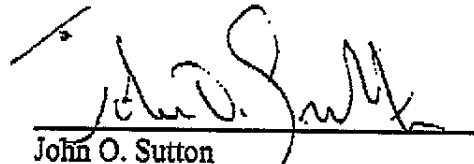
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

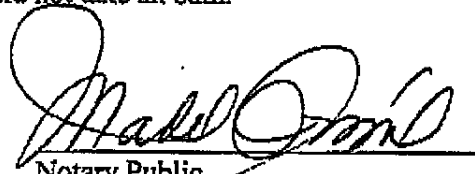
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 2000.



John O. Sutton
Incorporator

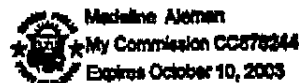
STATE OF FLORIDA
COUNTY OF MIAMI- DADE

The foregoing instrument was acknowledged before me this 28th day of February 2000, by John O. Sutton, known to me and who did not take an oath.



Notary Public
State of Florida at Large

My commission expires:



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**CERTIFICATE OF REGISTERED AGENT
OF
BEBMES, INC**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That **BEBMES, INC** desiring to organize under the laws of the State of Florida with its principal office in 5101 N.W. 79th Avenue, Miami, FL 33166, has named John O. Sutton, P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, County of Miami-Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 28th day of February, 2000.

JOHN O. SUTTON, P.A.

By: _____

John O. Sutton

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