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RAYMOND RIPLEY, JR.

-- ACCOUNTANTS, INC. --

235 Northeast 6th Avenue
Post Office Box 807 Delray Beach, Florida 33447
Telephone: (561) 272-7424 (561) 734-4454

Enrolled to Practice Before the
Internal Revenue Service

300003277253--2
-06/06/00--01005--030
*****70.00 *****70.00

May 01, 2000

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
BEAZEE, INC.

Gentlemen:

Enclosed are the notarized Articles of Incorporation for BEAZEE, INC. the Articles of Incorporation, and a check for \$70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

You may send the dated copy of the articles to:

Raymond Ripley, Jr.
235 Northeast 6th Avenue
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.

Raymond Ripley Jr.

Raymond Ripley, Jr.

FILED
00 JUN -5 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

BEAZEE, INC.

FILED
00 JUN -5 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers 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 OF CORPORATION

The name of this corporation is BEAZEE, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in, acquire , own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 21446 Town Lakes Dr. #614, Boca Raton, Florida, 33486 and the name of the initial registered agent of the corporation shall be Matthew Onofrietti, 21446 Town Lakes Dr.#614, Boca Raton, Florida 33486

ARTICLE V. TERM OF EXISTENCE

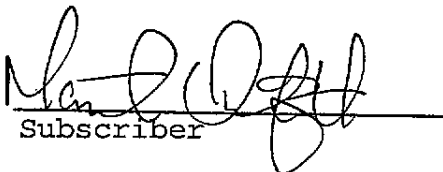
This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation. The name and street address of the initial member of the Board of Directors and Incorporators is:

<u>Name</u>	<u>Address</u>
Matthew Onofrietti	21446 Town Lakes Dr. #614 Boca Raton, Fl. 33486

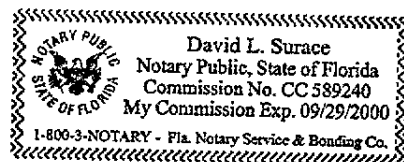
IN WITNESS WHEREOF, the undersigned has hereunto set there hand and seal on this 01th day of May, 2000. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.


Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 01rd day of May, 2000.


Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

BEAZEE, INC.

desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation, in the
County of Palm Beach, state of Florida, has named Matthew Onofrietti
located at 21446 Town Lakes Dr. #614, Boca Raton, Florida, 33486
as it's agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 and agree to comply with the
provisions of said Act relative to keeping open said office.


Matthew Onofrietti

FILED
00 JUN -5 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA