CHERYN GRIME P.O. BOX 560381 ORLANDO, FL 32856-0381

August 25, 2000

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

*****78,75 *****78.75

Dear Department of State,

Please find enclosed a check in the amount of \$78.75 to incorporate BESOS, Inc.

Thank you.

Sincerely,

Cheryn Grime

Daytime Telephone number

AUTHORIZATION BY PHONE

CORRECT R.A.

DATE

ARTICLES OF INCORPORATION

OO AUG 28 AM 8: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: BESOS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is P.O. Box 560381, Orlando, FL 32856-0381

ARTICLE III PURPOSE

The purpose for which the corporation is organized is for designing wearing apparel

ARTICLE IV SHARES

The name of shares of stock is 100

Cheryn Grime

60

Janet Grime

30

Juan Perea

10

ARTICLE V INITIAL OFFICERS/DIRECTORS

The names and addresses of initial officers and directors is:

Cheryn Grime

CEO/President - Director

P.O. Box 560381, Orlando, FL 32856-0381

Juan Perea Gallardo Vice President - Director P.O. Box 560381, Orlando, FL 32856-0381

Janet Grime

Secretary/Treasurer -Director

1251 Sumac Street, Monaca, PA 15061

James Vlasic/Director

9725 Purgatory Road, Eden Prairie, MN 55347

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

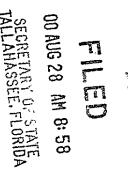
Cheryn Grime

420 summer st. Kissimmee, ft. 34744

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Cheryn Grime P.O. Box 560381 Orlando, FL 32856-0381



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date