

LAW OFFICES
JOSHUA S. GALITZER
PROFESSIONAL ASSOCIATION
17101 N. E. 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162
TELEPHONE: (305) 653-3535
TELEFAX: (305) 653-9752

JOSHUA S. GALITZER
(ADMITTED TO PRACTICE
IN FLORIDA AND NEW YORK)

P01000034649

900003944259--6
-04/02/01--01159--001
*****70.00 *****70.00

March 29, 2001

Charter Section
Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

RE: Articles of Incorporation
BETH INVESTMENTS, INC.

FILED
01 APR -2 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

We are enclosing for filing an original and a copy of the Articles of Incorporation for the above-named corporation.

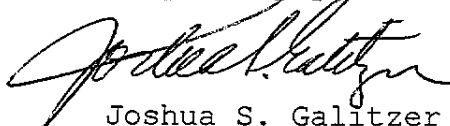
If everything is in order, please cause the original of the Articles of Incorporation to be duly filed and please furnish me with a receipted copy thereof.

Also enclosed is our check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Total	\$ 70.00

Thank you for your cooperation.

Very truly yours,


Joshua S. Galitzer

JSG/ld
Encs.

4-5-01
JSG

ARTICLES OF INCORPORATION
OF

BETH INVESTMENTS, INC.

FILED
01 APR -2 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

BETH INVESTMENTS, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities

of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

c/o JOSHUA S. GALITZER
17101 N.E. 6th Avenue
North Miami Beach, Florida 33162

and the name of the initial registered agent at such address is:

JOSHUA S. GALITZER.

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

C/O JOSHUA S. GALITZER
17101 N.E. 6TH AVENUE
North Miami Beach, Florida 33162

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The name and address of the members of the first Board of

Directors are:

Morton Lifshutz
17240 N.E. 12th Avenue
North Miami Beach, FL 33162

Yvonne Lifshutz
17240 N.E. 12th Avenue
North Miami Beach, FL 33162

The above directors of the corporation shall serve until their successors are elected and qualified to serve, pursuant to the corporation's bylaws.

ARTICLE IX - AMENDMENTS

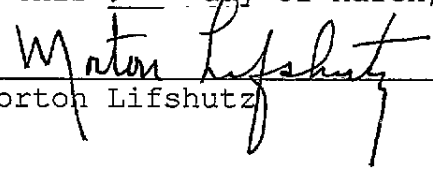
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Morton Lifshutz	17240 N.E. 12th Avenue North Miami Beach, FL 33162

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of BETH INVESTMENTS, INC. and has acknowledged and filed in the office of the Department of the State of Florida these Articles of Incorporation, this 30th day of March, 2001.


Morton Lifshutz

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)SS

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Morton Lifshutz, known to me to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same, or that I relied upon the following forms of identification of the above-named person: _____ and that an oath ~~was~~/was not taken.

Witness my hand and official seal in the county and state last aforesaid this 30th day of March, 2001.


Notary Signature

JOSHUA S. GALITZER
Printed Notary Name
Notary Public, State of Florida
My Commission Expires:



Joshua S. Galitzer
MY COMMISSION # CC850794 EXPIRES
July 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATE OF REGISTERED AGENT

OF

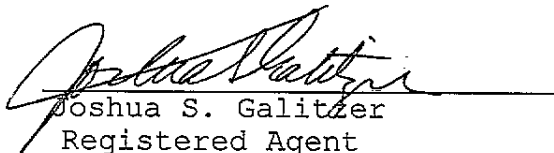
BETH INVESTMENTS, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BETH INVESTMENTS, INC., a corporation organizing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of North Miami Beach, Dade County, has named JOSHUA S. GALITZER, located at 17101 N.E. 6th Avenue, City of North Miami Beach, Dade County, State of Florida, as its registered agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.


Joshua S. Galitzer
Registered Agent

FILED
01 APR -2 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA