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THE LAW OFFICE OF

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January 7, 2002

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

FILED
02 JAN 11 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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-01/11/02-01030-005
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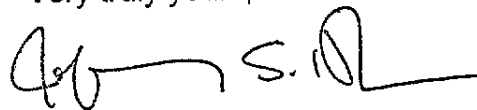
**Re: Filing of Articles of Incorporation for Betha Art Productions, Inc.
Our File No. 110.1**

Dear Division of Corporations:

Enclosed please find the Articles of Incorporation for BETHAART PRODUCTIONS, INC., along with this firm's check in the amount of \$87.50 for the filing fee, designation of registered agent fee, certified copy of the filing, and a Certificate of Status.

We look forward to receipt of the certified copy of the filing and the Certificate of Status. Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Jeffrey S. Hersh,
For the Firm

JSH:jh
Enclosures
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ARTICLES OF INCORPORATION
OF
BETHA ART PRODUCTIONS, INC.

FILED
02 JAN 11 PM 3:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 of the Florida Statutes, the undersigned hereby subscribes to, acknowledges, and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be BETHA ART PRODUCTIONS, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation is:

800 West Avenue, Suite 735
Miami Beach, Florida 33139

with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Prepared by:
Jeffrey S. Hersh, Esq.
708 West 51st Street, Suite 2
Miami Beach, Florida 33140
(305) 866-2058
Florida Bar No. 0078913

ARTICLE V

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The name and address of the first directors and officers of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

DIRECTORS & OFFICERS

Roberta Britto, President and Director, 800 West Avenue, Suite 735, Miami Beach, FL 33139

ARTICLE VI

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII

The initial registered agent for BETHA ART PRODUCTIONS, INC. shall be:

Jeffrey S. Hersh, Esquire
708 West 51st Street
Suite 2
Miami Beach, Florida 33140

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Roberta Britto
800 West Avenue, Suite 735
Miami Beach, Florida 33139

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who

is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 07 day of January, 2002.

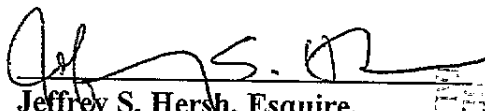

Roberta Britto,
Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted:

Having been named the statutory Registered Agent and to accept service of process for the above stated Corporation, at the place designated herein, Jeffrey S. Hersh, Esquire hereby accepts the appointment, acknowledges that he is familiar with and accepts the obligations of such, and agrees to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

DATED this 7 day of January, 2002.


Jeffrey S. Hersh, Esquire,
Registered Agent