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TRANSMITTAL LETTER

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

800005557798--7
-05/17/02--01060--003
*****70.00 *****70.00

SUBJECT: BAL-PEN, INC.

Enclosed is an original and one copy of the Articles of Incorporation and our check for \$70.00. Please return to us a stamped copy of the Articles.

FROM:

Luis O. Pena, President
8500 SW 125 Terrace
Miami, FL 33156
(786) 287-7535

FILED
02 MAY 17 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAY 20 2002

FILED

02 MAY 17 AM 10:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BAL-PEN. INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Bal-Pen, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common in one class only, each having a par value of one dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for the different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

8500 SW 125 Terrace
Miami, FL 33156

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the member of the first board of directors of this corporation is as follows:

Luis O. Pena, President
8500 SW 125 Terrace
Miami, FL 33156

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Luis O. Pena, President
8500 SW 125 Terrace
Miami, FL 33156

ARTICLE IX

The name and address of the first officer of this corporation is as follows:

Luis O. Pena, President
8500 SW 125 Terrace
Miami, FL 33156

ARTICLE X

The name and address of the first subscriber to the capital stock of this corporation is as follows:


<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Luis O. Pena 8500 SW 125 Terrace Miami, FL 33156	\$ 100.00	One hundred (100)

ARTICLE XI

The name and address of the registered agent of this corporation is:

Luis O. Pena
8500 SW 125 Terrace
Miami, FL 33156

The undersigned incorporator has executed these Articles of Incorporation this 8th day of May 2002.



Luis O. Pena
President
8500 SW 125 Terrace
Miami, FL 33156

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

02 MAY 17 AM 10:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

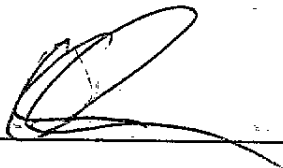
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is :
2. BAL-PEN, INC.
2. The name and address of the registered agent and office is:

Luis O. Pena
8500 SW 125 Terrace
Miami, FL 33156

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE 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 OBLIGATION OF MY POSITION AS
REGISTERED AGENT.

SIGNATURE

X 

DATE: May 8, 2002
