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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Beemer Quality Products, Inc.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BEEMER QUALITY PRODUCTS, INC.**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Beemer Quality Products, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located 860 N. Orange Avenue, Apt. 333, Orlando, Florida 32801, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to importing, exporting and custom brokering for imports and exports.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 5,000 shares of Class A Common Stock having a par value of \$1.00 per share, and 5,000 shares of Class B Common Stock having a par value of \$1.00 per share. Class A Common Stock and Class B Common Stock shall be identical in all respects except that holders of Class B Common Stock shall have no voting rights.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 200 S. Orange Avenue, Suite 2600, Orlando, Florida 32801. The initial registered agent of the Corporation at the registered office shall be Intrastate Registered Agent Corporation.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) directors. The name and address each person who shall serve as a director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Brett C. Beemer	860 N. Orange Avenue, Apt. 333 Orlando, Florida 32801
Bradford S. Beemer	3523 Hargill Drive Orlando, Florida 32806
William F. Beemer, Jr.	953 Courtyard Lane, #81 Orlando, Florida 32835

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ARTICLE VIII

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Incorporator

The name and address of the incorporator of the Corporation is:

Name
Brett C. Beener

Address
860 N. Orange Avenue, Apt. 333
Orlando, Florida 32801

Executed this 3rd day of June, 2002.


Brett C. Beener, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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 obligations of my position as Registered Agent.

INTRASTATE REGISTERED AGENT CORPORATION


Glenn Adams, Vice President

Date: June 10, 2002