

July 29, 2002

		CORPORATION NAME (S) AND DOCUMENT NUMBER (S):					
	Bester]	Investments USA Inc.					
		300006719633- 07/29/02-01033-00	3				
·	Filing Evidence Plain/Confirmation Copy	Type of Document Certificate of Status	<u>, ()</u>				
	□ Certified Copy	□ Certificate of Good Standing					
		□ Articles Only					
	Retrieval Request Photocopy Certified Copy	All Charter Documents to Include Articles & Amendments Fictitious Name Certificate Other AMENDMENTS					
	NEW FILINGS	AMENDMENTS					
X	Profit	Amendment					
	Non Profit	Resignation of RA Officer/Director					
	Limited Liability	Change of Registered Agent					
	Domestication	Dissolution/Withdrawal					
	Other	Merger CRET I TO					
	OTHER FILINGS	REGISTRATION/QUALIFICATION					
	Annual Reports	Foreign Representation of the second represen					
	Fictitious Name	Limited Liability					
	Name Reservation	Reinstatement					
	Reinstatement	Trademark					
		Other					

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ARTICLES OF INC

Bester Investments USA Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following articles of incorporation.

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ARTICLE I The name of the Corpor	NAME ration shall be: Bester Investment	ents USA Inc.	El	LAHAS		1
ARTICLE II The principal place of h	PRINCIPAL OFFICE outsiness and mailing address of	of this corporation shall be:	-	RY OF S	29 PH	
2795 S. Bonne Avon Park, Flo	Brook Dr.	_		ORIDA	12: 10	 -

The number of shares that this corporation is authorized to have outstanding at any one time is: 1500 at \$0.01 par value per share.

The name(s) and address(s) of the initial Director(s) is/are:

Brian Bester 560 Wyandotte Street East Windsor, Ontario Windsor, ON CANADA, N9A 3H9

<u>INITIAL REGISTERED AGENT AN</u>

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

NRAI Services, Inc. 526 East Park Avenue Tallahassee, Florida 32301

INCORPORATOR

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

Nellie Akalp 30141 Agoura Rd., Suite 205 Agoura Hills, California 91301

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.