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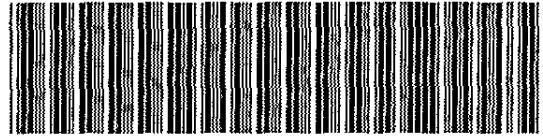
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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Corbett and White
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November 14, 2002

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

Re: B&E Technologies International, Inc.

Dear Sirs:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above referenced corporation, and a check for \$78.75, to cover the cost of the filing fee plus one certified copy of the Articles of Incorporation to be returned to the undersigned.

Should you have any questions regarding the foregoing, please do not hesitate to call me.

Very truly yours,


Keith W. Davis, Esq.

Enclosures

cc: Edgard Hernandez, Vice President of B&E Technologies International, Inc.

ARTICLES OF INCORPORATION
OF
B & E TECHNOLOGIES INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation shall be B&E TECHNOLOGIES INTERNATIONAL, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office and place of business of this Corporation shall be:
4892 Victoria Circle, West Palm Beach, Florida 33409, and its mailing address shall be the same.

ARTICLE III: DURATION OF THE CORPORATION

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

ARTICLE IV: CORPORATE PURPOSE, POWERS, AND RIGHTS

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to endeavors in new technologies, medical research, and international business enterprises. In addition, this Corporation shall have further powers and rights:

To have perpetual succession by its corporate name;

To sue and be sued, complain and defend in its corporate name in all actions and proceedings;

To have a corporate seal, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To have and exercise all powers necessary to affect its purposes;

To indemnify any person by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation to the full extent as permitted by Florida law.

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To amend, alter, change, or repeal these Articles of Incorporation, in any manner permitted by law; and

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for its lawful administration.

ARTICLE V: AUTHORIZED STOCK

The stock of this Corporation shall be known as Common Stock. The aggregate number of shares of Common Stock, which this Corporation shall have authority to issue, is the total sum of 100 shares, having a par value of One Dollar (\$1.00) per share.

Shares of stock in this Corporation shall not be transferred or sold until the transfer or sale has been reported to and approved by the board of directors.

ARTICLE VI: S CORPORATION

This Corporation, through its shareholders, may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code. After such an election has been made, none of the shareholders, without written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in this Corporation, which will result in the termination or revocation of such election. Once this Corporation has elected to be an S Corporation, each share of Common Stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the

Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code."

ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida shall be 309 Lake Avenue, Lake Worth, Florida 33460. The registered agent of the Corporation at that address shall be Keith W. Davis, Esq.

ARTICLE VIII: OFFICERS / DIRECTORS

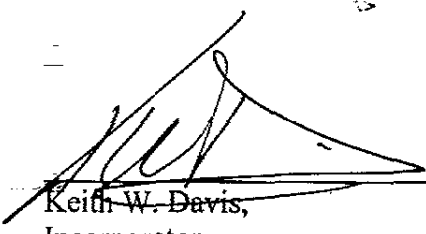
The initial Board of Directors shall consist of two (2) directors who shall hold the offices of President and Vice President. The names, addresses, and offices of the initial Board of Directors are:

President, Bear Walker, 14555 Pepperbush Drive, Palm Beach Gardens, Florida 33418; and Vice President, Edgard Hernandez, 4892 Victoria Circle, West Palm Beach, Florida 33409

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of this Corporation is:
Keith W. Davis, Esq., 309 Lake Avenue, Lake Worth, Florida 33460.

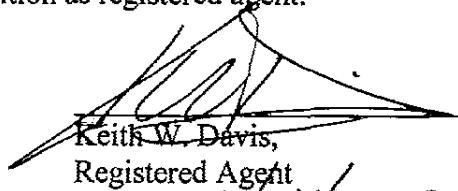
EXECUTED this 14th day of November, 2002.



Keith W. Davis,
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 the Articles of Incorporation, 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.



Keith W. Davis,
Registered Agent

Date: 11/14/2002

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