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Tom H. Billiris, P.A.
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March 21, 2003

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

RE: Article of Incorporation, B & E Industries, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the article of incorporation above-described. I have also enclosed fees for the return of one certified copy. Please record the same as soon as possible.

Sincerely,


Tom H. Billiris

THB/tb
Enclosures

Articles of Incorporation
of
B & E INDUSTRIES, INC.

03 MAR 24 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One: Name

The name of this corporation is B & E INDUSTRIES, INC.

Article Two: Purposes

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article Three: Registered Office; Registered Agent

The address of the initial registered office of the corporation is 384 Buckingham Place, Palm Harbor, Florida 34684, and the name of its initial registered agent at such address is EDWARD GIULIANO.

Article Four: Principal Office

The business address of the corporation's principal office is 384 Buckingham Place, Palm Harbor, Florida 34684.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

(a) The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Address
EDWARD GIULIANO	384 Buckingham Place, Palm Harbor, Florida 34684
WILLIAM THOMAS GOGLIA	138 Roseland Ave., Apt 1, Caldwell, NJ 07006

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

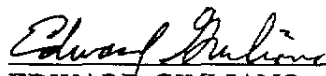
Article Seven: Incorporators

The names and addresses of the incorporators are:

Name	Address
EDWARD GIULIANO	384 Buckingham Place, Palm Harbor, Florida 34684
WILLIAM THOMAS GOGLIA	138 Roseland Ave., Apt 1, Caldwell, NJ 07006.

Article Eight: Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of common stock at \$0.00 par value each. This Article can be amended only by the vote or written consent of the holders of 51% of the outstanding shares. For the purpose of forming a corporation under the laws of Florida, we, the undersigned, have personally executed these articles of incorporation on March 19, 2003.

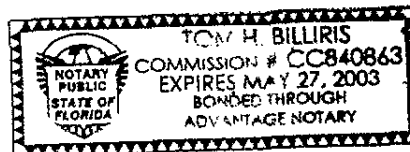

EDWARD GIULIANO
Incorporator

State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged before me this 19th day of March, 2003, by EDWARD GIULIANO who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public



My Commission Expires:



Acceptance of Duties By Registered Agent of B & E INDUSTRIES, INC.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 3-19-03


EDWARD GIULIANO
Registered Agent
B & E INDUSTRIES, INC.

03 MAR 24 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA