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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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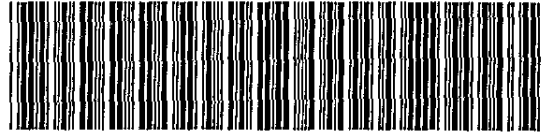
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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MyCorporation Business Services, Inc.

Toll-Free: 1-888-692-6771 Direct: 818-879-9079

30141 Agoura Rd. Suite 205 Agoura Hills, CA 91302

Fax: 818-879-8005 Email: info@mycorporation.com

Lisa Zweig
115 Harbor Drive
Palm Harbor, Florida 34683

Proposed Resident Agent

Stephen Zweig
4 Belleview Blvd., #507
Belleair, Florida 33756

RE: BetaForce Inc.

Dear Lisa Zweig:

Thank you for selecting My Corporation Dot Com as your incorporation service. You have received this package because you have elected to provide your own resident agent services for the above referenced corporation and because Florida requires that the resident agent place an ORIGINAL signature upon the documents to be filed.

Please read and follow the enclosed instructions carefully, sign the enclosed documents in the designated locations, and enclose a check for \$78.75 made payable to the Florida Department of State. Please note the My Corporation Dot Com HAS NOT charged your account for any STATE filing fees since the package required your attention before it could be forwarded to the state.

Please feel free to contact our office should you have any questions regarding these documents at 888-692-6771.

Sincerely,

Document Processing Unit
My Corporation Business Services, Inc.

ARTICLES OF INCORPORATION
OF
BetaForce Inc.

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

ARTICLE I NAME

The name of the Corporation shall be: BetaForce Inc.

ARTICLE II PRINCIPAL OFFICE

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

115 Harbor Drive
Palm Harbor, Florida 34683

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 7500 at \$0.01 par value per share.

ARTICLE IV INITIAL DIRECTORS

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

Lisa Zweig
115 Harbor Drive
Palm Harbor, Florida 34683

Stephen Zweig
4 Belleview Blvd.
Belleair, Florida 33756

Franklin Zweig
3122 BrookLawn Terrace
Chevy Chase, Maryland 20815

Helen Treacy
455 Alt. 19 South, #176
Palm Harbor, Florida 34683

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Stephen Zweig
4 Belleview Blvd., #507
Belleair, Florida 33756

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TALLAHASSEE, FLORIDA

ARTICLE VI 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

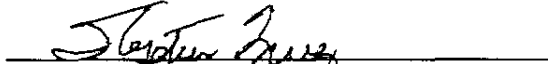


Nellie Akalp, Incorporator

2.3.04

Date

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.



Stephen Zweig, Registered Agent

1-7-2004

Date

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SECRETARY OF STATE
FALLHASCHEFF, IT ORR &