

MAR. 19. 2004 5:14 47AM

HAILE, SHAW & P.F.F.

NO. 678 P. 1 of 1

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**ARTICLES OF INCORPORATION
OF
BHE CORP.**

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is BHE Corp.
2. The initial street address of the Corporation is 233 Sweet Bay Circle, Jupiter, Florida 33458. The initial mailing address of the Corporation is 5500 Military Trail, Suite 22-361, Jupiter, Florida 33458.
3. The Corporation shall have perpetual existence.
4. The aggregate number of shares which the Corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00), all of one class.
5. The address of the initial registered office of the Corporation is 233 Sweet Bay Circle, Jupiter, Florida 33458. The Registered Agent at that address is Jeffrey Anthony, an individual.
6. The name of the Incorporator is James H. Schnare II, and the Incorporator's address is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408.
7. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.

IN WITNESS WHEREOF, the undersigned has this 19th day of March, 2004 made and subscribed these Articles of Incorporation under penalties of perjury for the uses and purposes aforesaid.


James H. Schnare II, Incorporator

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MAR. 19. 2004 10:47AM

HAILE SHAW PFAFF

NO. 678 P. 3

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THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Corporation. The undersigned is familiar with, and accepts, the obligations of, Section 607.0505 of the Florida Statutes.


Jeffrey Anthony

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