

P04000063534

EFFECTIVE DATE
4-21-04

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

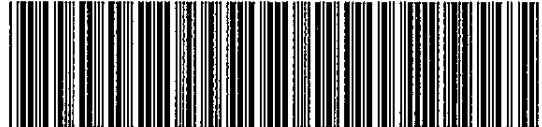
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DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 569304 7230622

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizutto

ORDER DATE : April 15, 2004

ORDER TIME : 9:44 AM

ORDER NO. : 569304-005

CUSTOMER NO: 7230622

CUSTOMER: Ms. Irina Coniglio
Law Offices Of John E.
Fitzgerald
9165 Park Drive

Miami, FL 33138

DOMESTIC FILING

NAME: BEHAR HOLDINGS, INC.

Effective Date: 4/21/04

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
4-21-04

ARTICLES OF INCORPORATION

OF

BEHAR HOLDINGS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is BEHAR HOLDINGS, INC.

ARTICLE II

The existence of the Corporation shall begin on April 21, 2004.

ARTICLE III

The address of the principal office of the Corporation is 15001 Falkirk Place, Miami Lakes, FL 33016.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial address of the Corporation's registered office is 15001 Falkirk Place, Miami Lakes, FL 33016. The initial registered agent for the Corporation at that address is Eugenia Behar.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Elias Behar-Ybarra	15001 Falkirk Place Miami Lakes, FL 33016

ARTICLE VII


The name and street address of the person signing these articles of incorporation are:

Name	Address
Eugenia Behar	15001 Falkirk Place Miami Lakes, FL 33016

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 14 day of April, 2004.

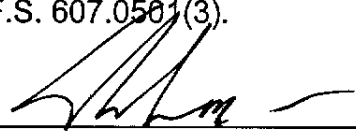


Eugenia Behar

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BEHAR HOLDINGS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

4-14-04
DATE



Eugenia Behar