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To:

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Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

BASIC AMENDMENT

B.E. H INVESTMENTS, INC.

Certificate of Status	0
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Amend & Rest.
C. Coulllette MAY 12 2005

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 11, 2005 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: B.E.H INVESTMENTS, INC.
Old Name:

Article II. Address. The Corporation's mailing address is:
B.E.H INVESTMENTS, INC.
6830 MIAMI LAKES DRIVE
MIAMI LAKES FL 33014

Article III. Registered Agent. The Corporation's registered agent is:
BERNARDO HUARTE
6830 MIAMI LAKES DRIVE
MIAMI LAKES FL 33014

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TALLAHASSEE, FLORIDA

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Article IV. Officers. The names and addresses of the Corporation's officers are:

President	BERNARDO HUARTE	6830 MIAMI LAKES DRIVE MIAMI LAKES FL 33014
Vice President	LILIA DE JESUS HUARTE	6830 MIAMI LAKES DRIVE MIAMI LAKES FL 33014

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

BERNARDO HUARTE 6830 MIAMI LAKES DRIVE MIAMI LAKES FL 33014
LILIA DE JESUS HUARTE 6830 MIAMI LAKES DRIVE MIAMI LAKES FL 33014
MICHEL HUARTE 6830 MIAMI LAKES DRIVE MIAMI LAKES FL 33014

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

By: by K. Sarria as attorney-in-fact

Title: President

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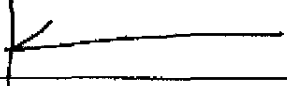
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
B.E.H INVESTMENTS, INC.

REGISTERED AGENT/OFFICE:
BERNARDO HUARTE
6830 MIAMI LAKES DRIVE
MIAMI LAKES FL 33014

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



BERNARDO HUARTE
by K. Sarria as attorney-in-fact

Date: 5/11/2005

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841 Fourth Street
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(305) 672-0686

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