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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

bec ventures, inc.

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This Instrument Prepared by:
Patricia O. Espinosa, Esq.
815 N.W. 57th Ave., Suite 405
Miami, Florida 33126
Tel. (305) 262-5911
Fla. Bar No. 894265

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(10)

ARTICLES OF INCORPORATION
OF
BEC VENTURES, INC.

The undersigned subscribers, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: BEC VENTURES, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation is organized for the purposes of engaging in transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

This Corporation shall have full power and lawful authority to develop purchase, mortgage, construct, manage and sell real properties whenever situated. It shall have the full power to enter into contracts for the sale and/or purchase real estate. It shall have the power to do all types of work related to the construction and management of construction projects and real estate developments.

The business of the corporation is from time to time to do any one or more of all of the acts and things set out above, and it shall have the right to conduct its business in

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all its branches, in or outside the State of Florida, or in any other state, territory or dependency of the United States, or in foreign countries.

ARTICLE III

CAPITAL STOCK

The maximum shares of stock that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having a par value of \$1.00 Dollar per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this Corporation is Patricia O. Espinosa, Esq., and the initial registered office is 815 N.W. 57th Avenue, Suite 405, Miami, Florida 33126. The principal office of the corporation is located at 815 N.W. 57th Avenue, Suite 405, Miami, Florida 33126. The Management may from time to time move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have a minimum of one director. This corporation shall have initially ONE (1) director. The number of Directors may be increased or reduced from time to time, by the bylaws adopted by the stockholder. The name and address of the initial Board of Director, consisting of ONE (1) member is:

FRANCISCO C. ESPINOSA
7321 Los Pinos Blvd.
Coral Gables, Florida 33143

DIRECTOR

ARTICLE VIII

OFFICERS

The name and post office address of the initial officer who shall hold office until his successors are elected or appointed or have qualified is:

FRANCISCO C. ESPINOSA
7321 Los Pinos Blvd.
Coral Gables, Florida 33143

President, Treasurer, Secretary

ARTICLE IX

SUBSCRIBERS

The name and address of the subscriber and incorporator and the number of shares which he agrees to take are:

FRANCISCO C. ESPINOSA
7321 Los Pinos Blvd.
Coral Gables, Florida 33143

ONE THOUSAND SHARES (100%)

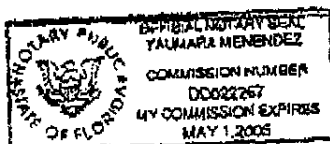
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of November, 2004.

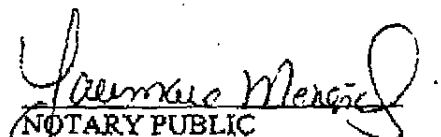

FRANCISCO C. ESPINOSA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 17th day of November, 2004, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared FRANCISCO C. ESPINOSA to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, the year and day aforesaid.




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission expires:

11/16/04


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That **BEC VENTURES, INC.** desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 815 N.W. 57th Avenue, Suite 405, Miami, Florida 33126, has named **PATRICIA O. ESPINOSA** of 815 N.W. 57th Avenue, Suite 405, Florida 33126, as its agent to accept service of process within Florida.


FRANCISCO C. ESPINOSA

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


PATRICIA O. ESPINOSA
Registered Agent

Dated: 11/16/04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/16/04