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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

bee brothers developers, inc.

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ARTICLES OF INCORPORATION
OF
BEE BROTHERS DEVELOPERS, INC.

2005 JAN 24 A 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person over the age of eighteen (18) years, competent to contract under the Laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be BEE BROTHERS DEVELOPERS, INC.

ARTICLE II - PURPOSE OF CORPORATION

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. This corporation is to engage in the business of equipment rental, and to buy, sell, own, lease, hold and deal with all real property, personal (whether tangible or intangible) property, equipment and materials, of any and all description incidental, proper or necessary to the operation of the business, or to the carrying out of any or all of its purposes.

B. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

C. To invest in stocks, bonds, mortgages, notes, and all other tangible and intangible personal property; to invest in franchises, syndicates, joint ventures, and all other business investments.

THIS DOCUMENT WAS PREPARED BY:
MARTIN S. ROTHKOPF, ESQ.
4953 Coconut Creek Pkwy., #A-8
Coconut Creek, Florida 33063
(954) 971-7776
Florida Bar # 227511

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D. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

E. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

F. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

G. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could

do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV - DURATION

The existence of this corporation shall be perpetual.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 7221 NW 1st Street, Pembroke Pines, Florida 33024.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by its Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

JAMES D. BURNS
7221 NW 1st Street
Pembroke Pines, Florida 33024

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7221 NW 1st Street, Pembroke Pines, Florida 33024 and the name of the initial registered agent of this corporation at that address is JAMES D. BURNS. The Board of Director may, from time to time, designate such other address and place for the registered office and/or agent of this corporation as it may see fit.

ARTICLE VIII - SUBSCRIBER/INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation, is as follows:

JAMES D. BURNS
7221 NW 1st Street
Pembroke Pines, Florida 33024

ARTICLE IX - INITIAL OFFICERS

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

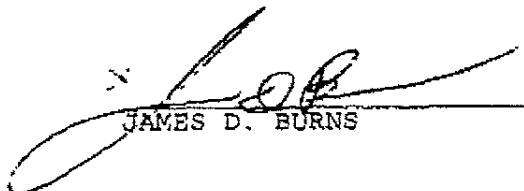
JAMES D. BURNS, President, Vice-President, Secretary, Treasurer
7221 NW 1st Street
Pembroke Pines, Florida 33024

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be

made. All rights of the shareholders are subject to these reservations.

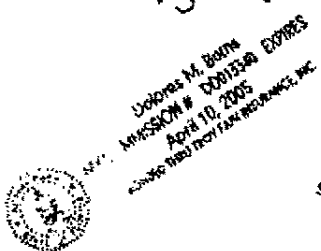
IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation on this 13 day of January, 2005.


JAMES D. BURNS

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 day of January, 2005, by JAMES D. BURNS, who is personally known to me or who has produced _____ as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of January, A.D., 2005.



(NOTARY PUBLIC:

sign



print

Dolores M. Burns
STATE OF FLORIDA AT LARGE (Seal)
My commission expires:

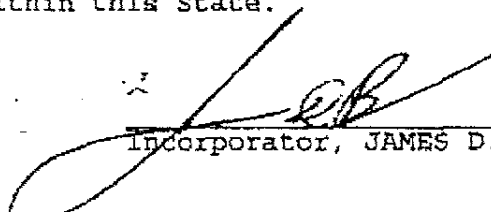
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

2005 JAN 24 A 8:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

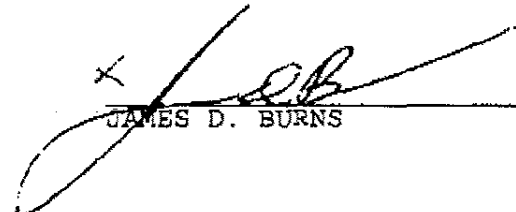
In pursuance of Chapters 48.091 and 607, Florida Statutes, the following is submitted:

That BEE BROTHERS DEVELOPERS, INC. desiring to organize under the Laws of the State of Florida, with its principal office at 7221 NW 1st Street, Pembroke Pines, Florida 33024 in the County of Broward, State of Florida, has named JAMES D. BURNS its agent to accept Service of process within this State.


 Incorporator, JAMES D. BURNS

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


 JAMES D. BURNS

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