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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BE NC (SE USA), INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BE NC (SE USA), INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is BE NC (SE USA) Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2700 North Military Trail, Suite 130, Boca Raton, Florida 33431.

**ARTICLE III  
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value \$0.001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431. The name of the Corporation's registered agent at that office is Goldstein Lapayowker, LLP.

**ARTICLE V  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

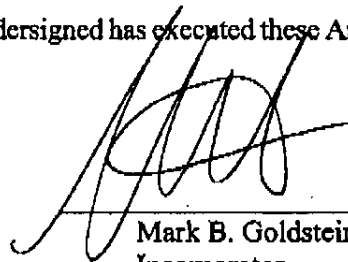
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**ARTICLE VI  
AFFILIATED TRANSACTIONS  
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act, relating to affiliated transactions and control share acquisitions, respectively.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on June 5, 2006.



\_\_\_\_\_  
Mark B. Goldstein  
Incorporator

Address: 2700 N. Military Trail  
Suite 130  
Boca Raton, Florida 33431

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **BE NC (SE USA), Inc.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 5th day of June, 2006.

**GOLDSTEIN LAPAYOWKER LLP**

By: Mark B. Goldstein, Esq.

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