

December 20, 1994

SECRETARY OF STATE
Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300001366083
-12/30/94--01021--001
***125.00 ***125.00

Enclosed please find a money order to cover filing fee of new Corporation named:

Thank you for your help in this matter.

BEMAK GROUP-CORP.

EDWARD I. ABOULHOSN, REGISTERED AGENT
15185 S.W. 111 ST.
Miami, Fl. 33196

FILED
1995 JAN 23 AM 9 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[illegible]



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 1994

EDWARD I. ABOULHOSN
15185 SW 111ST ST.
MIAMI, FL 33196

SUBJECT: BEMAK GROUP CORPORATION
Ref. Number: W94000027676

We have received your document for BEMAK GROUP CORPORATION and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 394A00054971

ARTICLES OF INCORPORATION
OF
BEMAK GROUP CORPORATION

FILED
1995 JAN 23 AM 9 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

BEMAK GROUP CORPORATION

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION A:

ANY LEGAL BUSINESS

SECTION B:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent of factor.

SECTION C:

In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

SECTION D:

To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

SECTION E:

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

A R T I C L E I I I

The stock of this Corporation shall be divided into 60 shares of stock of no par value per share, all of one class, namely, Common Stock.

A R T I C L E I V

The amount of capital with which this Corporation shall begin business shall be no less than one thousand dollars (\$1,000.00)

A R T I C L E V

The principal place of business of the Corporation shall be at 15185 SW 111 ST., Miami, Fl. 33196 with the privilege of having branch offices within and without the State of Florida.

A R T I C L E V I

This Corporation shall have perpetual existence.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The name and post office addressee of the first Board of Director of this Corporation, who shall hold office until the organization meeting of this corporation, and until his successors are elected and have qualified is:

EDWARD I. ABOULHOSN,
15185 S.W. 111 ST., Miami, Fl. 33196

The offices to be held by the above named Director are as follows:

EDWARD I. ABOULHOSN, PRESIDENT & SECRETARY
AFIF JAMEL ABOULHOSN JR., VICE-PRESIDENT & TREASURER

The initial registered agent of the Corporation at the initial registered office of this Corporation will be:

EDWARD I. ABOULHOSN
15185 SW 111 ST., MIAMI, FL. 33196

ARTICLE IX

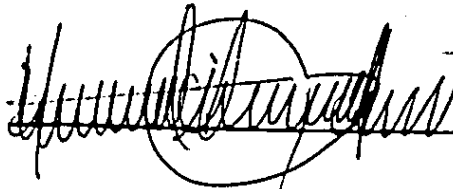
The name and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Value</u>
EDWARD I. ABOULHOSN	15185 S.W. 111 ST. Miami, Fl. 33196	30	NO PAR
AFIF JAMEL ABOULHOSN JR.	15185 S.W. 111 ST., Miami, Fl. 33196	30	NO PAR

ARTICLE X

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.


IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 20nd day of December, A.D., 1994.

 (Seal)

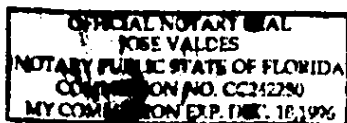
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared EDWARD T. ABOUHOUN and severally acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this 20th day of December A.D., 1994.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



1/12/94

FILED
1995 JAN 23 AM 9 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

From: Bemak Group Corporation
c/o Edward I. Aboulhoshn
15185 SW 111TH ST.
Miami, FL 33196
(Ref. Number W94000027676)

I Edward Imad Aboulhoshn, hereby am familiar with
and accept the duties and responsibilities as registered
agent for Bemak Group Corporation.

Sincerely Yours,



Edward Imad Aboulhoshn
Bemak Group Corporation