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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399  
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**BIENESTAR, INC.**

### ARTICLE III - PURPOSE

## ARTICLE IV - CAPITAL STOCK

Prepared By:  
Gerald M. Du Bois, P. A.  
1800 West 49th Street #213  
Miami, Florida 33012  
(305) 557-3561  
Fla. Bar No.: 168003

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This power which is hereby reserved unto the stockholders by right may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 1800 West 49 Street, Suite 213, Hialeah, Florida 33012 and the name and address of the initial registered agent of this corporation is Gerald M. DuBois, 1800 West 49 Street, Suite 213, Hialeah, Florida 33012.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) initially.

The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gerald M. Dubois	1800 West 49 Street Suite 213 Hialeah, Florida 33012

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

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The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

#### ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

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ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

NAME

Gerald M. DuBois

ADDRESS

1800 West 49 Street  
Suite 213  
Hialeah, Florida 33012

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

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ARTICLE XIV - AMENDMENT

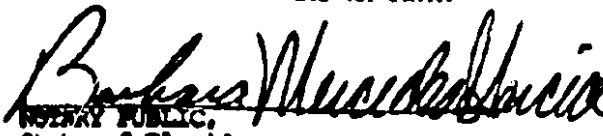
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribes have executed these Articles of Incorporation this 20<sup>TH</sup> day of JANUARY, 1995.

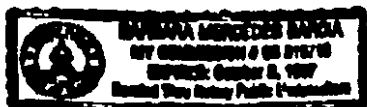
  
Print Name: Gerald M. DuBois  
SUBSCRIBER

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

I hereby certify that the foregoing instrument was acknowledged before me this 20 day of JANUARY, 1995 by Gerald M. DuBois, the Subscriber, who is personally known to me and who did take an oath.

  
NOTARY PUBLIC,  
State of Florida at Large

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.

BIENESTAR, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

First--That BIENESTAR, INC. desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the Articles of  
Incorporation at City of Hialeah, County of Dade, State of Florida has  
named Gerald M. Dubois, located at 1800 West 49 Street, Suite 213, City of  
Hialeah, State of Florida, County of Dade, as its agent to accept services  
of process within this State.

ACKNOWLEDGMENT:

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

  
Print Name: Gerald M. Dubois  
RESIDENT AGENT

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