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WILLIAM C. HARRISON

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February 24, 1995

Division of Corporations  
Department of State  
The Capitol  
P.O. BOX 6327  
Tallahassee, Florida 32314

RE: JANE ADDERLY, P.A.  
HARB, INC  
BEYDOUN ENTERPRISES, INC.

800001416218  
-02/27/95--01070--006  
\*\*\*\*122.50 \*\*\*\*122.50

FILED STATE  
SECRETARY OF CORPORATIONS  
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DIVISION OF CORPORATIONS

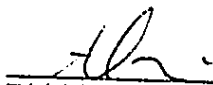
Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above referenced corporations. I have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees for each one of the above corporations.

Please process these at your earliest opportunity and return the certified copies of the Articles of Incorporations to this office.

If you have any questions, or need any further information, please do not hesitate to contact me at my office. Your attention and cooperation in this matter is sincerely appreciated.

Sincerely,

  
William C. Harrison, Esq.

enc.

cc Jane Adderly  
Nabih Beydoun  
Maher Harb

KAN 2-28

**ARTICLES OF INCORPORATION OF**  
**JANE ADDERLY, P.A.**

The undersigned, all of whom are duly licensed Certified Public Accountants in the State of Florida, for the purpose of forming a professional association under the Florida General Corporation Act, Florida Statutes Chapter 607, and the Florida Professional Service Corporation Act, Florida Statutes Chapter 621, do hereby adopt the following articles of incorporation:

**ARTICLE ONE**  
**NAME**

The name of the professional association is Jane Adderly, P.A.

**ARTICLE TWO**  
**CORPORATE DURATION**

The duration of the professional association is to be perpetual.

**ARTICLE THREE**  
**ADDRESS OF CORPORATION**

The address of the principal office of the professional association is 233 Third St. North, St. Petersburg, Florida 33701, which is also the mailing address for the professional association.

**ARTICLE FOUR**  
**PURPOSE OR PURPOSES**

The purpose for which the professional association is organized is:

1. To engage in the business and practice of a Certified Public Accountant duly licensed within the State of Florida, and to take all actions that are necessary or proper with that practice.

**ARTICLE FIVE**  
**CAPITALIZATION**

The professional association is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the professional association upon dissolution. The professional association is authorized to issue one thousand (1000) common shares. The par value of these shares in one dollar (\$1.00). As per Florida Statutes Chapter 621, No stock of this professional association may be issued to anyone other than an individual duly licensed in the State of Florida as a Certified Public Accountant. No shareholder of this professional association may sell or transfer his or her shares in this professional association except to another individual who is eligible to be a

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shareholder of this professional association. No shareholder of this professional association may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 233 Third Street North, St. Petersburg, Florida 33701, and the name of its initial registered agent at such address, is William C. Harrison, Esq.

#### ARTICLE SEVEN DIRECTORS

The number of directors constituting the initial board of directors of the professional association is one. the name and address of each person who is to serve as a member of the initial board of directors is:

Jane Adderly	233 Third St. North
	St. Petersburg, Florida 33701

#### ARTICLE EIGHT INCORPORATORS

The name and address of the Incorporator is as follows:

Jane Adderly	233 Third St. North
	St. Petersburg, Florida 33701

#### ARTICLE NINE PROFESSIONAL SERVICES

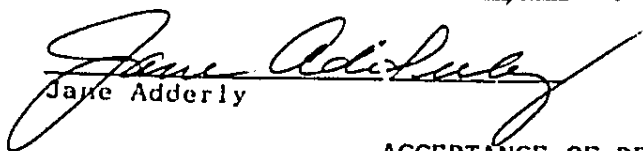
The professional services of the professional service corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice as a Certified Public Accountant within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this professional service corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules governing professionals and Certified Public Accountants specifically.

#### ARTICLE TEN AMENDMENT OF ARTICLES

The professional service corporation reserves the right to amend these Article of Incorporation at any time in a manner now or

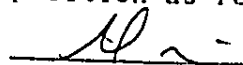
subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the professional service corporation, or any greater number that may then be required by statute shall be binding and conclusive on every shareholder of the professional service corporation as full as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24th day of FEBRUARY, 1995

  
Jane Adderly

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
William C. Harrison, Esq.

2/24/95  
Date