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RECEIVED
MAY 13 1996
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 6, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines St.
Tallahassee, Florida 32399

RE: BETH'S BUDDIES, INC.

000001826440
-05/17/96--01032--003
****122.50 ****122.50

Dear Sir:

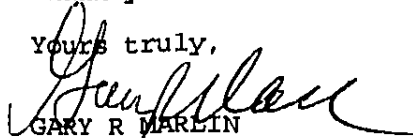
Enclosed please find the following pertaining to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Resident Agent Form.
3. My trust account check, made payable to you, in the sum of \$122.50.

Kindly forward the Certificate of Incorporation back to my office at your earliest convenience.

Thank you.

Yours truly,


GARY R. MARLIN

GRM:tm

Encls.

5/21

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

BETH'S BUDDIES, INC.

ARTICLE I

NAME

The name of this corporation is:

BETH'S BUDDIES, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes: To
transact any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares, no par value.

All stock when issued shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, or a consideration having in the judgment of the Board of Directors of the corporation a value at least equal to the full value of the stock to be issued.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6161 S.W. 90th Court, Miami, Florida, 33173, and the name of initial registered agent of this corporation at that address is ELIZABETH KNOCHE.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this corporation is:

ELIZABETH KNOCHE
6161 S.W. 90th Court
Miami, Florida 33173

ARTICLE VII

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of and the mailing address of this corporation shall be: 6161 S.W. 90th Court, Miami, Florida, 33173.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles is:

ELIZABETH KNOCHE
6161 S.W. 90th Court
Miami, Florida 33173

ARTICLE IX

BY-LAWS

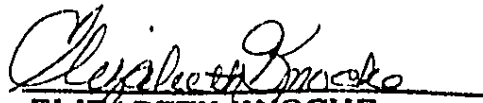
The power to adopt, alter, amend or repeal By-Laws

shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of May, 1996.


**ELIZABETH KNOCHE
SUBSCRIBER**

STATE OF FLORIDA


SS

COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **ELIZABETH KNOCHE**, known to me and known by me to be the person who executed

the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 6th day of May, 1996.



Notary Public, State of Florida

My commission expires:



GARY R. MARLIN
My Commission CG326349
Expires Oct. 28, 1997
Bonded by HAI
800-422-1588

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CERTIFICATE DESIGNATING INITIAL OFFICE OF CORPORATION FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING INITIAL RESIDENT
AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:
BETH'S BUDDIES, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA, HAS DESIGNATED THE STREET ADDRESS OF
THE INITIAL OFFICE OF THIS CORPORATION AS BEING 6161 S.W.
90th COURT, MIAMI, FLORIDA, 33173, AND THE NAME OF THE
INITIAL RESIDENT AGENT OF THIS CORPORATION AT THAT ADDRESS
IS, ELIZABETH KNOCH, HAVING BEEN NAMED AS INITIAL RESIDENT
AGENT FOR THE ABOVE STATED CORPORATION, AT THE INITIAL OFFICE
OF THE CORPORATION DESIGNATED ABOVE, I HEREBY ACCEPT TO ACT
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF
SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: Elizabeth Knoch
ELIZABETH KNOCH
INITIAL RESIDENT AGENT