

P96000045565

Date 4/16/1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Beagle's International
(name of corporation)

Inc. 300001790113
-04/23/96--01053--004
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Robert E. Eagle

(individual's name)

Beagle's International, Inc.

(name of corporation)

FILED
95 MAY 29 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-8823

APR 24 1996 BSB

MAILING ADDRESS OF CORPORATION		
14 South 35th Ave		
Jacksonville Beach, FL 32250		
PHONE		
(004)	249-6757	
Area Code	Number	Ext.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1996

ROBERT E. EAGLE
14 SOUTH 35TH AVENUE
JACKSONVILLE BEACH, FL 32250

SUBJECT: BEAGLE'S INTERNATIONAL, INC.
Ref. Number: W96000008823

We have received your document for BEAGLE'S INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00019350

ARTICLES OF INCORPORATION
OF
BEAGLE'S INTERNATIONAL, INC.

FILED
96 MAY 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

BEAGLE'S INTERNATIONAL, INC.

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

ARTICLE IV - PREEMPTIVE RIGHT

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be at 14 South 35th Ave., Jacksonville Beach, Florida 32250.

ARTICLE VII - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Robert E. Eagle at 14 South 35th Ave., Jacksonville Beach, Florida 32250.

ARTICLE VIII - DIRECTORS

This corporation shall not have more than one (1) director initially. The number of directors may be increased or diminished from time to time by ByLaws adopted by the stockholders.

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The name and address of the Initial Director and Officers are:

NAME	ADDRESS
Robert E. Eagle D/P/T	14 South 35th Ave. Jacksonville Beach, FL 32250
Tina L. Misco VP/S	814 The Strand Hermosa Beach, CA 90254

ARTICLE X - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
Robert E. Eagle	14 South 35th Ave. Jacksonville Beach, FL 32250

ARTICLE XI - AMENDMENTS


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 stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE XIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.




Robert E. Eagle
Incorporator

Personally known or Produced Identification
Type of Identification Produced FDL

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgements, personally appeared Robert E. Eagle to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 17 day of May, 1996.



Notary Public

Notary Public
Commission Expires 1/1/98
Commission No. CC 384750
1001 Third Patterson - Recht Agency

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

96 MAY 29 PM 4:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is:

BEAGLE'S INTERNATIONAL, INC.

The name and address of the Registered Agent and Office

Robert E. Eagle
14 South 35th Ave.
Jacksonville Beach, Florida 32250

SIGNATURE



Robert E. Eagle

TITLE

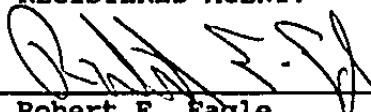
Director

DATE

5/17/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE



Robert E. Eagle

DATE

5/17/96