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9:33 AM PUBLIC ACCESS SYSTEM (((H96000008947))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311-0 TALLAHASSEE, FL 32399 CONTACT: TERESA
ROMAN FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904)
385-6761 (((H96000008947))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A. NAME: B.E.E. VENTURES, INC. FAX AUDIT NUMBER: H96000008947
CURRENT STATUS: REQUESTED DATE REQUESTED: 06/27/1996 TIME REQUESTED:
09:33:39 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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FILED
JUN 27 1986
FBI - MIAMI

ARTICLES OF INCORPORATION
OF

B.E.E. VENTURES, INC.

THE UNDERSIGNED, EDWARD SCHNEIDER executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

a. The name of this corporation shall be:

B.E.E. VENTURES, INC.

b. The mailing address of this corporation shall be at:

7400 No. Federal Highway
Boca Raton, FL 33467

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
28 W. Flagler St. #202
Miami, FL 33130
(305) 377-1464

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ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 7400 No. Federal Highway
Boca Raton, FL 33487

Registered Agent: Edward Schneider

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: EDWARD SCHNEIDER

ADDRESS: C/O 7400 No. Federal Highway
Boca Raton, FL 33487

NAME: EVELYN SCHNEIDER

ADDRESS: C/O 7400 No. Federal Highway
Boca Raton, FL 33487

NAME: DOROTHY SCHNEIDER

ADDRESS: C/O 7400 No. Federal Highway
Boca Raton, FL 33487

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

NAME: EDWARD SCHNEIDER
ADDRESS: C/O 7400 No. Federal Highway,
Boca Raton, FL 33487

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 1996.

[Signature]
EDWARD SCHNEIDER, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

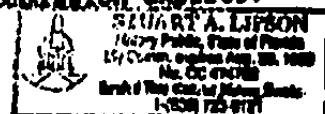
SS:

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared EDWARD SCHNEIDER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 26th day of June, 1996, by EDWARD SCHNEIDER who is personally known to me or who has produced identification and who did take an oath.

[Signature]
Notary Public, State of Florida

NAME:
ADDRESS
SUITE
Commission No.
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.**

In pursuance of Chapter 807.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that B.B.X. VENTURES, 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 Boca Raton, Palm Beach County, State of Florida, has named Edward Schneider, located at 7400 No. Federal Highway, Boca Raton, FL 33487 as its agent to accept service of process within this state.

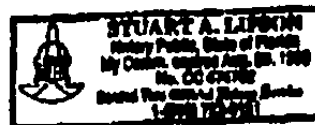
ACKNOWLEDGEMENT:

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.

[Signature]
Edward Schneider, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 26th day of June, 1996, by Edward Schneider who is personally known to me or who has produced _____ as identification and who did take an oath.

[Signature]
Notary Public, State of Florida
NAME:
ADDRESS
SUITE
Commission No.:
My commission expires:



FILED

96 JUN 27 PM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STUART A. LIPSON
ATTORNEY AND COUNSELLOR AT LAW
COURTHOUSE PLAZA
SUITE 202
28 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TEL: (305) 377-1464
FAX: (305) 358-2702

August 7, 1996

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

Re: Incorrect Address
B.E.E. VENTURES, INC.

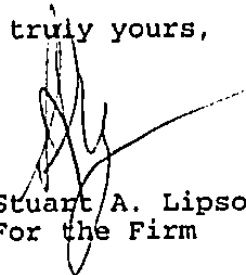
Dear Sir or Madam:

In the original articles of incorporation of B.E.E. VENTURES, INC., document number P96000054756 the wrong address was used. Please correct the address of the corporation to:

325 Pennyton Court, Royal Palm Beach, FL 33411.

Thank you in advance for your prompt attention to this matter. Please do not hesitate to contact the undersigned if there are any questions or if you require any further information.

Very truly yours,


By: Stuart A. Lipson, Esquire
For the Firm

enclosures

cc: B.E.E. VENTURES, INC.
(w/o encl.)

ymtu
8.13.96