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ADMITTED: FL & PA

MICHAEL J. FERRIN

ADMITTED: FL

DANIEL PATRICK LEONARD

ADMITTED: MA

TONI MARIE KENNEDY

ADMITTED: FL

February 14, 1997

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Beta Ventures, Inc./General Corporate

Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a money order in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

DONALD J. FREEMAN

DJF/sdt

Encls.

cc: Mr. William W. Boyd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/19/97
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ARTICLES OF INCORPORATION
OF
BETA VENTURES, INC.

The undersigned subscribers being natural persons competent of contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation is **BETA VENTURES, INC.**

ARTICLE II

Duration: This corporation shall exist perpetually.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue 10,000 shares of capital stock.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida and the registered agent is Donald J. Freeman.

The street address of the principal office of the corporation is 7677 South Military Trail, Lake

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TALLAHASSEE, FLORIDA

Worth, Florida 33463.

ARTICLE VI

Pre-Emptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he 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 prices at which it is offered to others.

ARTICLE VII

Initial Board of Directors: This corporation shall have four (4) directors 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 directors of the corporation are as follows:

William W. Boyd	7677 South Military Trail Lake Worth, Florida 33463
Tracey F. Boyd	7677 South Military Trail Lake Worth, Florida 33463
Adam M. Boyd	7677 South Military Trail Lake Worth, Florida 33463
Erin M. Boyd	7677 South Military Trail Lake Worth, Florida 33463

ARTICLE VIII

Incorporators: The name and addresse of the person signing these Articles is William W. Boyd, 7677 South Military Trail, Lake Worth, Florida 33463.


ARTICLE IX

By-Laws: The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

Indemnification: The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed from the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida this 31 day of JANUARY, 1997.


WILLIAM W. BOYD

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of January, 1997, by **WILLIAM W. BOYD**.


NOTARY PUBLIC

My Commission Expires:



Personally Known ✓ OR Produced Identification _____


Type of Identification Produced _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST: **BETA VENTURES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of West Palm Beach, Palm Beach County, State of Florida, has named Donald J. Freeman as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the 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 said office.


DONALD J. FREEMAN

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TALLAHASSEE, FLORIDA