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4/23/97 FLORIDA DIVISION OF CORPORATIONS 11:13 AM

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: BEME, INCORPORATED

AUDIT NUMBER......H97000006594

DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES....... 3

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** ENTER 'M' FOR MENU. **

ATTN: Beth

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97 APR 24 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 2 4 1997

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97 APR 24 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF BEME, INCORPORATED

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
BEME, INCORPORATED

The principal place of business of this corporation shall be:

1500 Bay Rd. Suite 681 Miami Beach, FL 33139

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.**

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: MJ TAXES & ACCOUNTING
420 Lincoln Road, Suite 387
Miami Beach, FL 33139
(305) 531-4542

ARTICLE V: OFFICERS DIRECTORS

The names and street addresses of the initial officers and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

JAVIER G. MEDINA
1500 BAY RD. SUIT 681
MIAMI BEACH, FL 33139

JORGE BELLOMO
801 ALTON RD. SUITE 6
Miami Beach, FL 33139

ARTICLE VI: INCORPORATORS

The names and street addresses of the incorporators to this articles of incorporation are:

JAVIER G. MEDINA
1500 BAY RD. SUIT 681
MIAMI BEACH, FL 33139

JORGE BELLOMO
801 ALTON RD. SUITE 6
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this **22nd** day of **APRIL,** 1997.

Signature of incorporators

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97 APR 24 PM 3: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
   BEME, INCORPORATED

2. The name and address of the registered agent and office is:
   JAVIER G. MENDIA
   1500 BAY RD. SUITE 681
   MIAMI BEACH, FL. 33139

SIGNATURE____________________

TITLE: PRESIDENT

DATE: 04/22/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE performance OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE____________________

DATE: 04/22/97

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