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(SAMPLE LETTER OF TRANSMITTAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -9 AM 9:15

Date MAY 28, 1997

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

Re BETTER LIFE, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of 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,

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-06/09/97--01135--004
****122.50 ****122.50

GUSTAVO JULIO KEIN
(individual's name)

BETTER LIFE, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

14501 SOUTH BISCAYNE RIVER
DRIVE.

MIAMI, FLORIDA, 33,161

PHONE

(305) 688-6837
Area Code Number Ext.

12P
6-11-97

ARTICLES OF INCORPORATION

of
BETTER LIFE, INC.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BETTER LIFE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue THREE HUNDRED shares (300) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	GUSTAVO JULIO KEIN		
ADDRESS	14501 SOUTH BISCAYNE RIVER DRIVE		
CITY	MIAMI	FLORIDA	ZIP 33,161

ARTICLE VI - 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	GUSTAVO JULIO KEIN		
ADDRESS	14501 SOUTH BISCAYNE RIVER DRIVE		
CITY	MIAMI	STATE FLORIDA	ZIP 33,161
NAME	JANET THOMPSON GOMEZ		
ADDRESS	14501 SOUTH BISCAYNE RIVER DRIVE		
CITY	MIAMI	STATE FLORIDA	ZIP 33,161
NAME	DIANA MABEL DURAN		
ADDRESS	16919 NORTH BAY ROAD APT. 510		
CITY	NORTH MIAMI BEACH	STATE FLORIDA	ZIP 33160

NAME EDUARDO CARLOS ALAMOS
14501 SOUTH BISCAYNE RIVER DRIVE, MIAMI FL. 33,161

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	GUSTAVO JULIO KEIN		
ADDRESS	14501 SOUTH BISCAYNE RIVER DRIVE		
CITY	MIAMI	STATE	FLA ZIP 33,161
NAME	JANET THOMPSON GOMEZ		
ADDRESS	14501 SOUTH BISCAYNE RIVER DRIVE		
CITY	MIAMI	STATE	FLA ZIP 33,161
NAME	DIANA MABEL DURAN		
ADDRESS	16919 NORTH BAY ROAD APT0. 510		
CITY	MIAMI	STATE	FLA ZIP 33,161

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of MAY, 19 97.

[Signature] (Seal)
[Signature] (Seal)
[Signature] (Seal)

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

GUSTAVO JULIO KEIN, JANET THOMPSON GOMEZ & DIANA MABEL DURAN

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28 day of MAY, 19 97.

(Notary Seal)

Erika J Haylock
(Notary Public, State of Florida at Large)

My Commission expires: March 12, 2001



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

BETTER LIFE, INC.

(name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

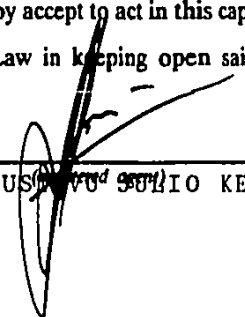
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 14501 SOUTH BISCAYNE RIVER DRIVE
MIAMI, FLORIDA, 33,161

has named GUSTAVO JULIO KEIN
located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.


GUSTAVO JULIO KEIN