

Charter Number Only

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Requestor's Name
Address
City State ZIP Phone

VALUATION ONLY

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CORPORATION(S) NAME

BES, Inc.

97 AUG 19 AM 6:22
SEAL OF THE STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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|---|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
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RECEIVED
97 AUG 19 AM 10:30
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

B E S, INC.

FILED
97 AUG 19 AM 6:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit, and for that purpose, do hereby certify, declare and set forth as follows, to-wit:

ARTICLE I

NAME: The name and address of this corporation shall be:

B E S, INC.
13676 HAMLIN BLVD
WEST PALM BEACH, FLORIDA 33412

ARTICLE II

NATURE OF BUSINESS: The general nature of this business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number if shares of stock this corporation is authorized to have outstanding at any one time is Five Hundred shares (500) of common stock with par value. The consideration to be paid for each share will be Five Dollars (\$5.00) per share.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00)

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICER: The Registered Agent of said corporation at the Registered Office Shall be: *and principal place of business*

**MARIO BASILE
13676 HAMLIM BLVD
WEST PALM BEACH, FL 33412**

ARTICLE VII

OFFICERS AND DIRECTORS: The names and post office addresses of the first directors of this corporation who shall hold office for the first year or untill their successors are chosen shall be:

**MELISSA MAYER - PRESIDENT - SECRETARY
LUIGI BASILE - VICE PRESIDENT - TREASURER
13676 HAMLIN BLVD
WEST PALM BEACH, FL 33412**

The corporation shall have at least one and no more than five (5) directors and no person shall be required to own, hold, or to control stock in the corporation as a condition precedent to holding any office in this corporation.

ARTICLE VIII

SUBSCRIBERS: The names and post office addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

**MELISSA MAYER 250 SHARES
LUIGI BASILE 250 SHARES
13676 HAMLIN BLVD
WEST PALM BEACH, FL 33412**

ARTICLE IX

OFFICERS: The Officers of this corporation shall be a President, and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the by-laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

POWERS: This corporation shall have the following powers:

- A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof to be impressed, affixed, or any other manner reproduced.
- B. To purchase, take, receive, lease, or otherwise deal in, and with real or personal property or any interest wherever situated.
- C. To sell, convey, mortgage, pledge, create dispose of all or any part of the property and assets.

- D. To lend money to and use the credit to assist the officers and employees in accordance with Florida Statute 607.141.
- E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in , or obligation of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of United States or of any other Government, State, Territory, *Governmental District*, or Municipality, or of any instrumentality thereof.
- F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income. To buy, sell and transfer options.
- G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for payment of the funds so loaned or invested.
- H. To conduct its business, carry on the operation and have offices and exercises the powers granted by the Florida Statutes, 607, within or without the State.
- I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.
- J. To make and alter the by-laws, not inconsistent with these Articles of incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- K. To make donations for the public welfare, or for charitable, scientific, or educational purposes.

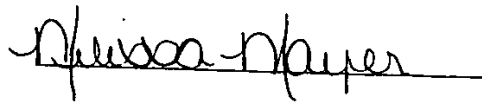
L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any of all of its directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purposes of this corporation.

IN WITNESS WHEREOF, I have subscribed my name this 12 day of August, 1997.



REGISTERED AGENT: The Registered Agent for this corporation shall be:
I, Mario Basile, accept service for process of B E S, INC.



97 AUG 19 AM 6:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED