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ROBERT N. FRYER, JR., PA
ATTORNEY AT LAW

6827 W. COMMERCIAL BLVD.
TALLAHASSEE, FLORIDA 32319

FILED

97 SEP 15 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE 722-4874
FAX 721-2879
AREA CODE 954

August 29, 1997

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Beanstein International, Inc.; Our File No. BEA7197F

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the referenced corporation, along with a check in the amount of \$122.50 for the filing fee.

Please process the documents and return one certified copy of the articles to our office.

Thank you for your assistance in this matter and if you have questions or need additional information, please call our office.

Sincerely,


Robert N. Fryer, Jr.

RNFjr/smj
Enclosures
cc: Mr. Steven Beane

P. Hall
SEP 16 1997

ARTICLES OF INCORPORATION
OF
BEANSTEIN INTERNATIONAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEANSTEIN INTERNATIONAL, INC.

The address of the principal office of this corporation shall be:

6965 W. Commercial Boulevard
Tamarac, Florida 33319

and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is

authorized to have outstanding at any one time is 2,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial Registered Office of the corporation shall be 6965 West Commercial Boulevard, Tamarac, Florida 33319, and the name of the initial Registered Agent of the corporation at that address is STEVEN BEANE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four (4) Directors initially. The names and street addresses of the initial members of the Board of Directors are:

STEVEN BEANE
6965 W. Commercial Blvd.
Tamarac, FL 33319

RICHARD FINKELSTEIN
6965 W. Commercial Blvd.
Tamarac, FL 33319

LORI BEANE
6965 W. Commercial Blvd.
Tamarac, FL 33319

MARILYN FINKELSTEIN
6965 W. Commercial Blvd.
Tamarac, FL 33319

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

STEVEN BEANE, President
6965 W. Commercial Boulevard
Tamarac, FL 33319

RICHARD FINKELSTEIN, Vice President
6965 W. Commercial Boulevard
Tamarac, FL 33319

LORI BEANE, Secretary
6965 W. Commercial Boulevard
Tamarac, FL 33319

MARILYN FINKELSTEIN, Treasurer
6965 W. Commercial Boulevard
Tamarac, FL 33319

ARTICLE VIII. INCORPORATOR

The Incorporator to these Articles of Incorporation whose address appears below is:

STEVEN BEANE
6965 W. Commercial Boulevard
Tamarac, Florida 33319

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on this 29 day of August, 1997.


Steven Beane, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED FILED
IN ARTICLES OF INCORPORATION

97 SEP 15 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEVEN BEANE, having a business office identical with the Registered Office of the corporation listed above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

A handwritten signature in cursive script that reads "Steven Beane". The signature is written in dark ink and is positioned above a horizontal line.

Steven Beane, Registered Agent