

10/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: BENEFICIAL INVESTMENT GROUP, INC.

AUDIT NUMBER.....H97000017964

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

BENEFICIAL INVESTMENT GROUP, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of the corporation is Beneficial Investment Group, Inc.
(hereinafter called the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office, and the mailing address of the corporation are as follows:

Beneficial Investment Group, Inc.
8499 NW 9th Avenue
Suite 208
Fort Lauderdale, FL 33309

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

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Prepared by Albert J. Angel, Esq., FL Bar #772720, 1801 South Federal Highway,
Suite 300, Delray Beach, Florida 33403. Tel: 561-272-5667 Fax: 561-279-9496

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ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 6499 NW 9th Avenue, Suite 208, Fort Lauderdale, FL and the name of the initial registered agent of this Corporation at that address is Salvatore Vitale.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Salvatore Vitale
6499 NW 9th Avenue
Suite 208
Fort Lauderdale, FL 33309

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Salvatore Vitale
6499 NW 9th Avenue
Suite 208
Fort Lauderdale, FL 33309

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Prepared by Albert J. Angel, Esq., FL Bar #772720, 1801 South Federal Highway,
Suite 300, Delray Beach, Florida 33483. Tel: 561-272-5667 Fax: 561-279-9496

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IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation.

Dated:

10/28/97

Salvatore Vitale
Salvatore Vitale, Incorporator

STATE OF FLORIDA

)
SS.

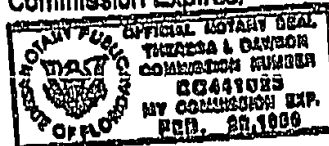
COUNTY OF PALM BEACH
Broward

Before me, a notary public authorized to take acknowledgements in the
state and county set forth above, personally appeared Salvatore Vitale, known to
me and known by me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the state and county aforesaid, this 28 day of
October 1997.


Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement, designating the registered office/registered agent, in the State of Florida.

First that Beneficial Investment Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Salvatore Vitale, located at 6499 NW 9th Avenue, Suite 206, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Salvatore Vitale, Registered Agent

497000017964
Prepared by Albert J. Angel, Esq., FL Bar #772720, 1801 South Federal Highway,
Suite 300, Delray Beach, Florida 33483. Tel: 561-272-5667 Fax: 561-279-9496