

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

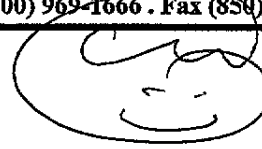
EFFECTIVE DATE

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Profit

1.) Beene Family Holding Co. Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

K. Rolfe OCT 30 1997

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97 OCT 30 11:10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
BEENE FAMILY HOLDINGS, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is BEENE FAMILY HOLDINGS, Inc.

ARTICLE II

GENERAL PURPOSE

This corporation is organized for the purpose transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act and under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

7320 Griffin Road
Suite 108
Davie, Florida, 33314

ARTICLE V

DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) directors initially. The number of directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of directors be less than two.

The names and street addresses of the members of the first Board of Directors are:

ROBERT A. BEENE
7320 Griffin Road
Suite 108
Davie, Florida, 33314

ARTICLE VI

SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber are:

ROBERT A. BEENE
7320 Griffin Road
Suite 108
Davie, Florida, 33314

ARTICLE VII

DATE CORPORATE EXISTENCE COMMENCES

The date when corporate existence for this corporation shall begin is October 31, 1997.

ARTICLE VIII

REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business office is identical with the business office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation and will perform said function according to law.



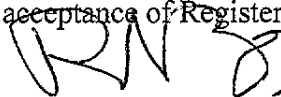
ROBERT A. BEENE

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In witness whereof, the undersigned executed these Articles of Incorporation this 29th day of October, 1997 as well his acceptance of Registered agent

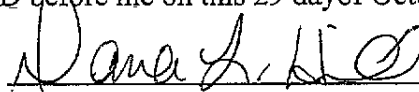


ROBERT A. BEENE

State of Florida
County of Broward

BEFORE ME, the undersigned authority personally appeared ROBERT A. BEENE, to me well known to be the person signing the above and foregoing Articles of Incorporation, Acceptance As Registered Agent who, after being duly sworn, under oath deposes and says that he signed the above of his own free will.

SWORN AND SUBSCRIBED before me on this 29 day of October 1997.



NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

(3)



Dana L. Hill
My Commission CC806007
Expires December 8, 2000

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TALLAHASSEE, FLORIDA