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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: DENIS GAUTHIER
PHONE: (954) 925-0435
(954) 925-0185

FAX #:

NAME: BE-RO INVESTMENT INC.

AUDIT NUMBER.....H97000018170

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

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ARTICLES OF INCORPORATION
OF
BE-RO INVESTMENT INC.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the Corporation is: BE-RO INVESTMENT INC.

ARTICLE 11. NATURE OF BUSINESS

The Corporation may engage 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 111. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE 1V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:
2870 W. MARINA DRIVE
FT. LAUDERDALE FL 33312

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: JACQUES RODRIGUE
2870 W. MARINA DRIVE
FT. LAUDERDALE FL 33312

Which is also known as the registered office.

JACQUES RODRIGUE
499 E. Sheridan st.# 310
Dania Fl.33004
TEL 954-9250435

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ARTICLE VII. DIRECTORS

The Corporation shall have Two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

JACQUES RODRIGUE
2870 W. MARINA DRIVE
FT LAUDERDALE FL 33312

LINE BERGERON
2870 W. MARINA DRIVE
FT LAUDERDALE FL 33312

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

JACQUES RODRIGUE
2870 W. MARINA DRIVE
FT LAUDERDALE FL 33312

LINE BERGERON
2870 W. MARINA DRIVE
FT LAUDERDALE FL 33312

ARTICLE XI. AMENDMENT

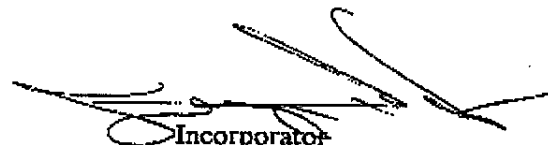

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23TH day of SEPTEMBER 1997

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)


Incorporator
JACQUES RODRIGUE

Incorporator
LINE BERGERON

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:
JACQUES RODRIGUE & LINE BERGERON
known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation

WITNESS my hand and official seal in the State and County named above this 23TH day of SEPTEMBER 1997

My Commission Expires:


Notary Public, State of Florida at large.



I JACQUES RODRIGUE by execution hereof, accept the designation as Registered Agent of this Corporation


JACQUES RODRIGUE

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