

P97000100567

BARRY M. STEAGALL

ATTORNEY AND COUNSELLOR

AT

LAW

6500 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33707

TELEPHONE (813) 343-4511
FAX (813) 397-0122

ADMITTED - U.S. SUPREME COURT
ADMITTED - VIRGINIA BAR

November 19, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

700002355507--4
-11/24/97-01107-009
****122.50 ****122.50

Re: Articles of Incorporation
Beat Investments, Inc.

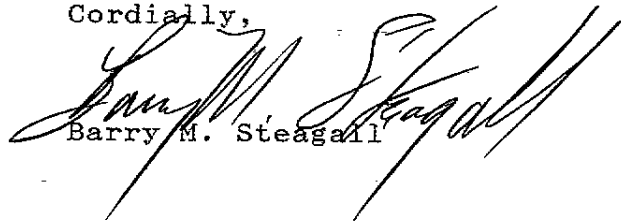
Dear Madam or Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for Beat Investments, Inc. both of which have been fully executed. We request that you file this proposed newly formed corporation. A check in the amount of \$122.50 is enclosed to cover the filing fees.

Please return the executed copy and certify same.

Your attention and cooperation are appreciated.

Cordially,


Barry M. Steagall

BMS/ks
Enclosures

FILED
97 NOV 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-26-97

ARTICLES OF INCORPORATION

OF

BEAT INVESTMENTS, INC.

FILED
97 NOV 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, natural persons, come to contract for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME OF BUSINESS. The name of the proposed corporation shall be: BEAT INVESTMENTS, INC.

ARTICLE TWO

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is: To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or executed by corporations organized for profit.

ARTICLE THREE

INITIAL CAPITAL. The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE FOUR

CAPITAL STOCK. The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1000) shares, divided as follows:

- a. Five Hundred (500) Shares of voting common stock, Series

A, having the par value of One Dollar (\$1.00) per share.

b. Five Hundred (500) Shares of non-voting common stock, Series B, having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

TERM OF EXISTENCE. This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE SIX

ADDRESS OF BUSINESS. The initial address of the principal office of the proposed corporation in the State of Florida shall be:

1135 Pasadena Avenue South, Suite 304
St. Petersburg, Florida 33707

ARTICLE SEVEN

DIRECTORS. The initial number of the board of directors of this corporation shall be two (2). Thereafter, the number of directors may be increased to not more than five (5) by the directors. Thereafter, the number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the amount provided by law.

The name and address of the initial directors of this corporation are:

J. THOMAS ATKINS
318 Ling-A-Mor Terrace South
St. Petersburg, FL 33705

WILLIAM L. BECK
200 58th Avenue
St. Petersburg, Florida 33706

ARTICLE EIGHT

SUBSCRIBERS. The names and addresses of the subscribers of this corporation are:

J. THOMAS ATKINS
318 Ling-A-Mor Terrace South
St. Petersburg, FL 33705

WILLIAM L. BECK
200 58th Avenue
St. Petersburg, Florida 33706

ARTICLE NINE

REGISTERED AGENT AND REGISTERED OFFICE. BEAT INVESTMENTS, INC., names and designates J. THOMAS ATKINS, as Registered Agent of the corporation and also establishes 318 Ling-A-Mor Terrace South, St. Petersburg, Florida 33705, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

ARTICLE TEN

RESIDENT AGENT. BEAT INVESTMENTS, INC., with its principal place of business being located at 1135 Pasadena Avenue South, Suite 304, St. Petersburg, Florida 33707, designates and establishes J. THOMAS ATKINS, of 318 Ling-A-Mor Terrace South, St. Petersburg, Florida 33705, as its Resident Agent for the purposes of service of process within the State of Florida.

ARTICLE ELEVEN

AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon its Shareholders is subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to this instrument, Articles of Incorporation of BEAT INVESTMENTS, INC. do place our hands and seals on this 19th day of November, 1997, at St. Petersburg, Pinellas County, Florida.

IN THE PRESENCE OF:

Dalana C. Davis

Gary M. Stegall

J. Thomas Atkins
J. THOMAS ATKINS

Dalana C. Davis

Gary M. Stegall

William L. Beck
WILLIAM L. BECK

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

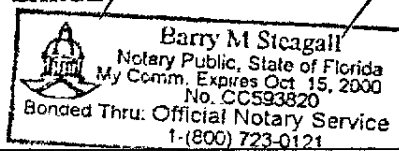
BEFORE ME personally appeared J. THOMAS ATKINS and WILLIAM L. BECK, well known to me to be the individuals described as subscribers in the above and foregoing Articles of Incorporation, who, after being first duly sworn, depose and acknowledge that they

executed the same for the purposes set forth and that all information is true and correct to the best of their knowledge and belief.

WITNESS my hand and official seal on this 19th day of November, 1997, at St. Petersburg, Pinellas County, Florida.

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

Barry M. Steagall
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE



Notary Name Printed or Stamped

ACCEPTANCE BY REGISTERED AGENT

I, J. THOMAS ATKINS, of 318 Ling-A-Mor Terrace South, St. Petersburg, Florida 33705, do hereby accept appointment as Registered Agent of BEAT INVESTMENTS, INC. together with the duties and responsibilities attaching to such appointment.

J. Thomas Atkins
J. THOMAS ATKINS

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned, personally appeared J. THOMAS ATKINS to me well known and known to be the person described

97 NOV 27 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

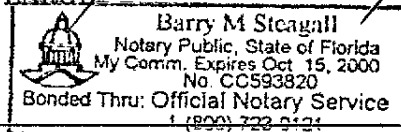
FILED

who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 19th day of November, 1997.

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

Barry M. Steagall
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE



Notary Name Printed or Stamped