

Carrie Stradley Lavargna Esquire

Attorney At Law

9250 SW 83rd Street

Miami, Florida 33173

(305) 663-3495

P 97000103851

November 24, 1997

FILED
97 DEC -1 AM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for "Carrie Stradley Lavargna, P.A." and a check payable to the Secretary of State for \$122.50.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office to create BE Properties, Inc. as a Florida corporation. Please return a certified copy of the Articles to me at the above address.

Thank you.

Sincerely,

Carrie Lavargna
Carrie Lavargna

F. CHESSEY DEC 10 1997

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F. CHESSEY DEC 10 1997
F. CHESSEY DEC 10 1997

Carrie Stradley Lavargna, Esquire
Attorney At Law
9250 SW 83rd Street
Miami, Florida 33173
(305) 663-3495

December 8, 1997

FILED
97 DEC -1 AM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Freida Chesser
Corporate Specialist
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Ms. Chesser:

Enclosed are two original Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for "Carrie Stradley Lavargna, Esquire P.A." with the specific nature of the business stated in Article Three.

You have retained my check payable for \$122.50; therefore if these revised Articles are satisfactory please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office to create BE Properties, Inc. as a Florida corporation.

Please return a certified copy of the Articles to me at the above address.

Thank you.

Sincerely,

Carrie Lavargna

ARTICLES OF INCORPORATION
OF
CARRIE STRADLEY LAVARGNA, ESQUIRE, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional association under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

Article One: Name

The name of this Professional Association ("Professional Association") shall be "Carrie Stradley Lavargna, Esquire, P.A."

Article Two: Principal Office

The principal place of business and mailing address of this Professional Association shall be 9250 S.W. 83rd Street, Miami, Florida 33173.

Article Three: Nature of Business

The specific nature of the business of the Professional Association shall be the practice of law.

Article Four: Capital Stock

The number of shares of stock that this Professional Association is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

Article Five: Initial Registered Agent and Address

The name and street address of the initial registered agent is: Carrie Lavargna, 9250 SW 83rd Street, Miami, Florida 33173.

Article Six: Incorporator

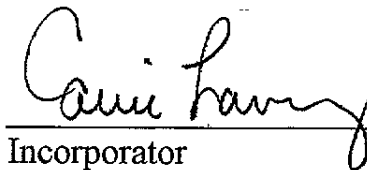
The name and street address of the incorporator to these Articles of Incorporation is: Carrie Lavargna, 9250 S.W. 83rd Street, Miami, Florida 33173.

Article Seven: General Provisions

A. The Professional Association may transact business, borrow, lend or otherwise deal or contract with the Professional Association to the full extent and subject only to the limitations and provisions of the laws for Professional Associations of the State of Florida and the laws of the United States.

B. The Professional Association shall indemnify each director and officer of the Professional Association from and against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Professional Association (whether or not he continues to be an officer or director at the time incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States. This provisions shall be in addition to any other rights to which those indemnified may be entitled under any By-laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

The undersigned has executed these Articles of Incorporation this 1st day of December, 1997.


Incorporator

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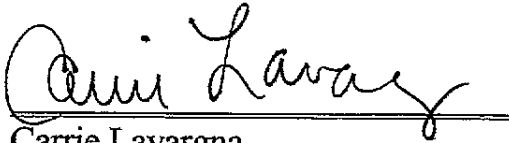
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. The name of the Professional Association is "Carrie Stradley Lavargna, Esquire, P.A."
2. The name and address of the registered agent and office is Carrie Lavargna, 9250 S.W. 83rd Street, Miami, Florida 33173.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL ASSOCIATION 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.


Carrie Lavargna