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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BEMS ENTERPRISES, INC.

AUDIT NUMBER.....H97000021219

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

CERT. OF STATUS..0

PAGES.....6

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**ARTICLES OF INCORPORATION
OF
BEMS ENTERPRISES, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for Profit.

ARTICLE I

The name of the Corporation shall be: BEMS ENTERPRISES, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be 10,000 shares of Common Stock at U.S.\$ 1.00 each. All or any part of the Capital Stock may be paid either in lawful moneys of the United States of America, or in other Assets transferred to the Corporation at a true valuation as of the time of exchange for Stock.

ARTICLE IV

The amount of capital with which this Corporation shall begin to do business will not be less than U.S.\$ 10,000.00.

ARTICLE V

The Capital Stock of this Corporation may be issued pursuant to a plan under section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Provision of 1958. All of the Stocks and Securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI

This Corporation is to have perpetual existence.

THIS DOCUMENT PREPARED BY:
AMY HERNANDEZ OF A. HERNANDEZ & ASSOCIATES CONSULTING INC.
4000 WEST 11 LANE, HIALEAH, FLORIDA 33012 PHONE: (305) 821-5995

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ARTICLE VII

The principal office address of this Corporation shall be:

7548 S.W. 58 AVENUE
S. MIAMI, FL 33143

ARTICLE VIII

The number of persons on the Board of Directors of the Corporation shall not be less than one. The names and post office addresses of the first Board of Directors, who being subject to the provisions of the Articles of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the first year of the Corporations existence, or until their successors are elected and shall be duly qualified are:

PRESIDENT

ENRIQUE EDUARDO GUTIERREZ NORIEGA
7548 S.W. 58 AVENUE
S. MIAMI, FL. 33143

VICE-PRESIDENT

MICHAEL PETER CRISCUOLA
7340 S.W. 63 COURT
S.MIAMI, FL. 33143

SECRETARY/TREASURER

WILLIAM JOHN MCHALE
8414 S.W. 103 AVENUE
MIAMI, FL. 33173

ARTICLE IX

The names and post office addresses of each subscriber to the Articles of Incorporation and the percentage of shares of common stock which they shall hold are:

6000 COMMON SHARES OF STOCK

MICHAEL PETER CRISCUOLA
7340 S.W. 63 COURT
S.MIAMI, FL. 33143

3000 COMMON SHARES OF STOCK

ENRIQUE EDUARDO GUTIERREZ NORIEGA
7548 S.W. 58 AVENUE
S. MIAMI, FL. 33143

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ARTICLE X

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholder's Meeting specifically called for that purpose by not less than a majority of the outstanding stock at such Stockholder's Meeting, exclusive of the stock to be sold. The Stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholder; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XI

The Corporation shall have the further right and power to from time to time determine whether and to what extent, and at what time and place and under what conditions and regulations, the accounting books of this Corporation, other than the Stock Book, or any of them, shall be open to the inspection of the Stockholders, and no Stockholder shall have any right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the Stockholders or Board of Directors. The Corporation, in its by-laws, confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute. Both the Stockholders and Directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the Original Subscribers to the Capital Stock herein named for the purpose of forming a Corporation for Profit to do business within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated. Subscribed to in the City of Miami, County of Dade, State of Florida this 26th. Day of December 1997.


MICHAEL PETER CRISCUOLA


ENRIQUE EDUARDO GUTIERREZ NORIEGA

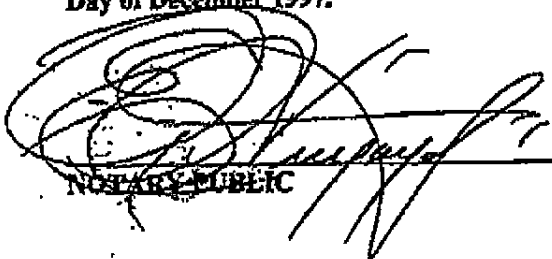
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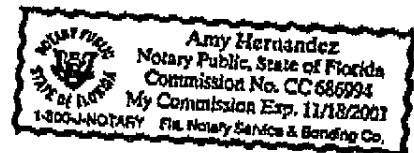
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**STATE OF FLORIDA
COUNTY OF DADE**

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared Mr. Michael Peter Criscuola and Mr. Enrique Eduardo Gutierrez Noriega, to me well known to be the parties who after being duly sworn by me, depose and say that they executed and signed the above foregoing Articles of Incorporation for the purposes therein set forth.

Witness by hand and official seal at the City of Miami, County of Dade, State of Florida this 26th Day of December 1997.


NOTARY PUBLIC



MY COMMISSION EXPIRES


**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR SERVICES OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

That BEMS ENTERPRISES, INC., qualify to do business under the laws of the State of Florida, with its principal post office address at:

**7548 S.W. 58 AVENUE
S. MIAMI, FL. 33143**

and it has appointed AMY HERNANDEZ of 4000 West 11 Lane Hialeah, Florida 33012, as its Resident Agent to Accept Service of Process within this State.


PRESIDENT

DATED: 12-26-97

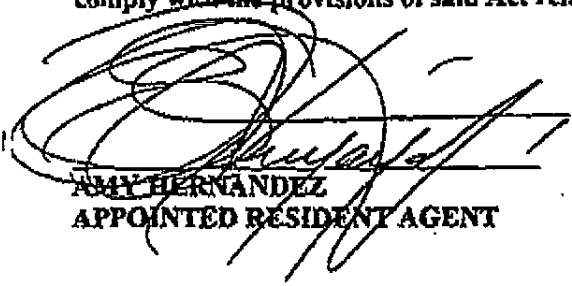
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ACKNOWLEDGMENT

Having been named to Accept Service of Process for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



AMY HERNANDEZ
APPOINTED RESIDENT AGENT

DATED: 12-26-97

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