

P98000012375

May 26, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/29/98--01025--025
***122.50 ***122.50


Dear Sir,

We are enclosing our Corporations form for Benelux Group, Inc.

Enclosed is our check for \$122.50 to cover Corporation
filing fees and certified copy of the Articles.

Thank you for your cooperation.

Sincerely,


John E. Neuenfeldt
3737 Village Green Drive
Sarasota, FL 34239
(941) 924-1548

FILED
98 JUN -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 2, 1998

JOHN E NEUENFELDT
3737 VILLAGE GREEN DRIVE
SARASOTA, FL 34239

SUBJECT: BENELUX GROUP, INC
Ref. Number: W98000012584

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BENELUX GROUP, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 998A00031023

ARTICLES OF INCORPORATION

OF

BENELUX GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be Benelux Group, Inc.

The principal office and mailing address is

3737 Village Green Drive
Sarasota, FL 34239

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 50,000,000 shares of \$.001 par value common stock which shall be designated "Common Shares."

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3737 Village Green Drive, Sarasota, FL 34239 and the name of the initial registered agent of this corporation at the address is John E. Neuenfeldt

3737 Village Green Drive
Sarasota, FL 34239

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time, by By-Laws which shall never be less than one. The names and addresses of the initial Directors of this corporation are

John E. Neuenfeldt
3737 Village Green Drive
Sarasota, FL 34239

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

John E. Neuenfeldt
3737 Village Green Drive
Sarasota, FL 34239

ARTICLE VIII. TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written, or printed upon the certificate representing said shares, and the By-Laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX. TRANSACTION WITH INTERESTED

DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

These Articles of Incorporation may be amended in any manner provided by law.

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of MAY, 1998.

[illegible]

The foregoing instrument was acknowledged before me this 27th
day of Mar, 1999 by _____
He is personally known to me or has produced _____
as identification and who did (did not) take an oath.

Print Name _____
Notary Public, State of Florida at Large
Commission No. _____
My Commission Expires: _____



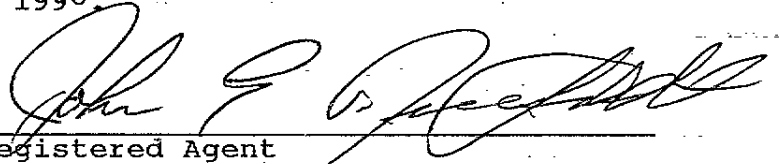
Earl L. Brost
 MY COMMISSION # CC733489 EXPIRES
 April 13, 2002
 BONDED THRU TROY FAIN INSURANCE, INC.

BENELUX GROUP, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated May 26, 1998.



Registered Agent
John E. Neuenfeldt

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