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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: BELIAN ENTERPRISES, INC.

AUDIT NUMBER.....H98000006165

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

CERT. OF STATUS..0

PAGES.....

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1998

EMPIRE

SUBJECT: BELIAN ENTERPRISES, INC.
REF: W98000007145

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E98000006165
Letter Number: 298A00017142

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

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is BELIAN ENTERPRISES, INC.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation shall engage in the import and export business. This corporation shall not engage in any business other than that for which it was specifically incorporated, but it shall be permitted to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and shall be permitted to own any real or personal property necessary in the rendering of its business and services.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

Laurie Bolch, Esquire,
555 South Federal Highway, Suite 400
Boca Raton, Florida 33432
Florida Bar No. 764477
(561) 338-0477

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ARTICLE IV
CERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

ARTICLE V
ADDRESS

The initial street address of the principal office of this corporation is 10018 West McNab Road, Suite #126, Tamarac, Florida 33321.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INITIAL OFFICER AND DIRECTOR

The name and address of the initial Officer and Director who shall hold office until her successor is elected and has qualified is:

Karin B. Shaw	President, Secretary	10018 West McNab Road Suite 126 Tamarac, Florida 33321
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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Laurie Bolch, Esquire	555 South Federal Highway, Suite 400 Boca Raton, Florida 33432

H98000006165

H98000006165

ARTICLE IX

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432; the name of the initial registered agent at that office is Laurie Bolch, Esquire.

ARTICLE X

EFFECTIVE DATE

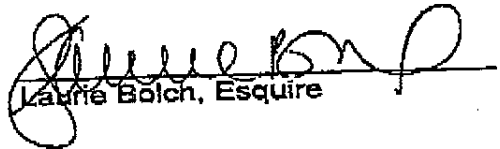
The initial date of incorporation shall be effective on the date this document is filed as evidenced by the department of State's date and time endorsement on the original document.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Law.

Date: 3/30/98


Laurie Bolch, Esquire

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H98000006165

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:

FIRST-- BELIAN ENTERPRISES, INC., DESIRING TO ORGANIZE
(name of corporation)

OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AS CITY OF TAMARAC,
(city)

STATE OF FLORIDA, HAS NAMED LAURIE BOLCH, ESQUIRE,
(state) (name of registered agent)

LOCATED AT 555 SOUTH FEDERAL HIGHWAY, SUITE 400,
(street address) (post office boxes are not acceptable)

CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT
THE OBLIGATIONS OF THIS POSITION.

SIGNATURE:


(REGISTERED AGENT)

DATE:

3/30/98

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