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To: Division of Corporations
Fax Number : (850) 487-6913

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BEYOND TWO THOUSAND TECHNOLOGY, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 12, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: BEYOND TWO THOUSAND TECHNOLOGY, INC.
REF: W98000023173

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.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

AM-PM WHOLESALERS CORP. CANNOT BE LISTED AS A DIRECTOR AS THEY ARE NOT A NATURAL PERSON. THIS PAGE WITH THE DIRECTORS & OFFICERS IS ILLEGIBLE. PLEASE MAKE THE PRINT CLEARER AND A LITTLE LIGHTER. SINCE THE NUMBER OF SHARES ARE BEING LISTED FOR THE DIRECTORS IN ARTICLE V, PLEASE LIST THE NUMBER OF SHARES FOR SONIA ORTIZ SO THAT THE INFORMATION IS COMPLETE.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000018934
Letter Number: 198A00050607

ARTICLES OF INCORPORATION
OF
BEYOND TWO THOUSAND TECHNOLOGY, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

BEYOND TWO THOUSAND TECHNOLOGY, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE:

5715 S.W. 4TH. STREET

MIAMI, FLORIDA 33144

ARTICLE II - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

500 SHARES OF \$1.00 PER SHARE

Prepared By:
Antonio E. Castro
5715 S.W. 48c
Miami, Fl 33144
305-266-8854

PREPARED BY: ANTONIO E. CASTRO
ADDRESS: 5715 S.W. 4TH ST., MIAMI, FL 33144
PHONE: (305) 266-8854

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ARTICLE IV - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THE CORPORATION SHALL COMMENCE AT THE TIME OF FILING THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE V - OFFICERS DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICERS AND DIRECTORS WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED IS AS FOLLOWS:

<u>TOMAS DIAZ</u> <u>PRESIDENT / DIRECTOR</u>	<u>5715 S.W. 4TH STREET</u> <u>MIAMI, FLORIDA 33144</u>
<u>ANTONIO E. CASTRO</u> <u>VICE-PRES./ DIRECTOR</u>	<u>5715 S.W. 4TH STREET</u> <u>MIAMI, FLORIDA 33144</u>
<u>SONIA ORTIZ</u> <u>SEC./ TREASURER</u>	<u>19440 W. SAINT ANDREWS DR.</u> <u>MIAMI LAKES, FLA. 33015</u>

ARTICLE VI - SHAREHOLDERS

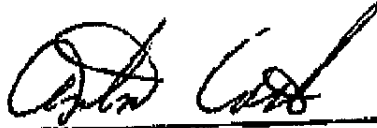
THE NAMES AND STREET ADDRESSES OF THE SHAREHOLDERS OF THE CORPORATION, THE AMOUNT THEY ARE INVESTING IN THE BUSINESS AND A STATEMENT OF THE NUMBER OF SHARES THEY AGREE TO TAKE IS AS FOLLOWS:

<u>TOMAS DIAZ</u>	<u>5715 S.W. 4TH ST.</u> <u>MIAMI, FLA. 33144</u>	<u>166.67 SHARES</u> <u>(33.33 %)</u>
<u>ANTONIO E. CASTRO</u>	<u>5715 S.W. 4TH ST.</u> <u>MIAMI, FLA. 33144</u>	<u>166.67 SHARES</u> <u>(33.33 %)</u>
<u>AM-PM WHOLESALEERS CORP.</u>	<u>299 ALHAMBRA CIRCLE</u> <u>CORAL GABLES, FLA. 33134</u>	<u>166.67 SHARES</u> <u>(33.33 %)</u>

ARTICLE VII- INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS: **ANTONIO E. CASTRO**
5715 S.W. 4TH STREET, MIAMI, FLA. 33144

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9TH DAY OF OCTOBER 1998
WITNESS:



INCORPORATOR, ANTONIO E. CASTRO

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, 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 corporation is: BEYOND TWO THOUSAND TECHNOLOGY, INC.

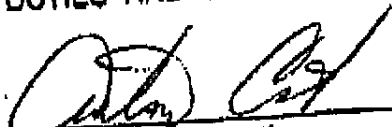
2. The name and address of the registered agent and office is:

ANTONIO E. CASTRO

5715 S.W. 4TH, STREET,
(P. O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33144
(CITY/STATE/ZIP)

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 
(Registered Agent)

DATE OCT. 9, 1998.

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TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE: