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ROBERT E. KRAMER, ESQUIRE

ATTORNEY AT LAW

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ORMOND BEACH, FLORIDA 32174

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FACSIMILE (904) 672-4410

November 20, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Beepalie, Inc.

Dear Secretary Of State:

Enclosed are Articles of Incorporation on the above new corporation, along with your filing fee of \$87.75. Please file the Corporation and return confirmation to me at the address. Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,



Robert E. Kramer

REK/jeo  
Enclosures

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-11/23/98--01151--004  
\*\*\*\*\*87.25 \*\*\*\*\*87.28

*Giel / Robert Kramer* GAVE  
CORPORATION BY PHONE TO  
CORRECT Article I  
DATE 11/30  
LOS. EXAM BC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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B. BROCK NOV 30 1998

**ARTICLES OF INCORPORATION OF  
BEEPALIE, INC.**

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is BEEPALIE, INC.

**ARTICLE II - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted by the laws of the United State of America and by the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any time is sixty (60) shares of no par value common stock.

**ARTICLE IV - TERMS OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE V - ADDRESS AND REGISTERED AGENT**

The initial registered office and principal address of this corporation shall be 635 Donaldson Road, Erlanger, Kentucky, 41018, and the initial registered agent shall be Robert E. Kramer, Esquire, 555 West Granada Boulevard, Suite A-9, Ormond Beach, FL 32174.

**ARTICLE VI - DIRECTION AND MANAGEMENT**

The business of this corporation shall be managed by the stockholders of the Corporation rather than a Board of Directors.

**ARTICLE VII - OFFICERS**

The initial officers of this corporation are to serve until the first election under these Articles of Incorporation. Their names and residences are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Peggy S. Cox	635 Donaldson Road Erlanger, KY 41018
Secretary/Treasurer	Leia Heding	635 Donaldson Road Erlanger, KY 41018

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DIVISION OF CORPORATIONS  
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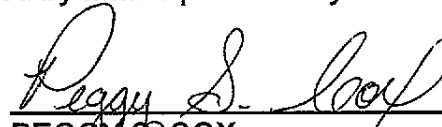
ARTICLE VIII - SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Peggy S. Cox  
635 Donaldson Road  
Erlanger, KY 41018

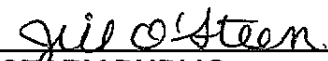
ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by matter provided by Law.

  
\_\_\_\_\_  
PEGGY S. COX

STATE OF FLORIDA  
COUNTY OF VOLUSIA

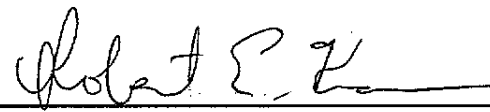
The foregoing instrument was acknowledged before me this 20th day of November, 1998, by PEGGY S. COX who produced her Kentucky Drivers License as identification, and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned does hereby accept the above designation as Registered Agent for the Corporation, BEEPALIE, INC.

  
\_\_\_\_\_  
ROBERT E. KRAMER

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