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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
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FLORIDA PROFIT CORPORATION OR P.A.

BILLY BEAN, INC.

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12/31/98

198- 24470

ARTICLES OF INCORPORATION

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Article 1: Name of Corporation: BILLY BEAN, INC.

Address of Corporation: 2536 NORTHEAST 9th STREET
FORT LAUDERDALE, FL 33304

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100 , with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: BILL ADKINS

REGISTERED OFFICE: 2536 NORTHEAST 9th STREET
FORT LAUDERDALE, FL 33304

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

12 / 31 / 98
Date


Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. BILL ADKINS, 2536 NORTHEAST 9th STREET, FORT LAUDERDALE, FL 33304
2. BILL ADKINS, 2536 NORTHEAST 9th STREET, FORT LAUDERDALE, FL 33304
3. BILL ADKINS, 2536 NORTHEAST 9th STREET, FORT LAUDERDALE, FL 33304

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

BILL ADKINS
2536 NORTHEAST 9th STREET
FORT LAUDERDALE, FL 33304


Signature of Incorporator

In witness whereof, I have subscribed my name:

198- 24470

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571