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ATTORNEY AT LAW

CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

P99000012054

February 2, 1999

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/04/99--01069--014
*****78.75 *****78.75

SUBJECT: BEE PRODUCTIVE, INC.

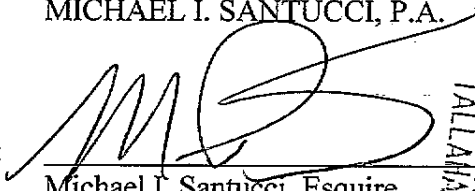
Gentlemen/Madam:

Kindly find enclosed the original Articles of Incorporation for Bee Productive, Inc., along with a check in the amount of \$78.75 for the filing fee and the designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation, please return them to my office along with the filing date stamped on them.

Thank you,

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

BY:


Michael I. Santucci, Esquire

MIS/mbh

Enclosures

FILED
99 FEB -4 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 8 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Bee Productive, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall

Post Office Box 39784
Fort Lauderdale, Florida 33339
N.A.

FILED
99 FEB -4 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) Shares

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI OFFICERS

The initial officers shall be as follows, and shall serve until the first meeting of the board of directors or until their successors are elected and qualified:

The name and address of the initial president shall be:

Pamela Templin
608 Southeast Sixth Street, #9
Fort Lauderdale, Florida 33301

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Pamela Templin
608 Southeast Sixth Street, #9
Fort Lauderdale, Florida 33301

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

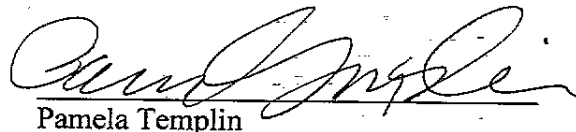
Pamela Templin
608 Southeast Sixth Street, #9
Fort Lauderdale, Florida 33301

ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Pamela Templin
608 Southeast Sixth Street, #9
Fort Lauderdale, Florida 33301

The undersigned incorporator has executed these Articles of Incorporation this 28
day of Jan, 1999.


Pamela Templin

Prepared By:

Michael I. Santucci, Esquire
Michael I. Santucci, P.A.
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is Bee Productive, Inc.
2. The name and address of the registered agent is:

Pamela Templin
608 Southeast Sixth Street, #9
Fort Lauderdale, Florida 33301

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

1-28-99

DATE


PAMELA TEMPLIN

Prepared By:
Michael I. Santucci, Esquire
Michael I. Santucci, P.A.
4901 North Federal Highway, Suite 409
Fort Lauderdale, Florida 33308
Telephone: (954) 492-0071
Florida Bar No. 0105260

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA