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TRANSMITTAL LETTER

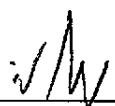
February 7, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Beanieandme.com, Inc.

I enclose an original and one copy of the Articles of Incorporation for the above corporation
and a check in the amount of \$122.50.


000002773260--1
-02/11/99--01062--019
****122.50 *****78.75

Signature: 

From: Shlomi Fedida
9808 N.W. 2nd Street
Plantation, FL 33324

Ph: (954) 557-3991

FILED
99 FEB 11 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 12 1999


ARTICLES OF INCORPORATION

OF

Beanieandme.com, Inc.

FILED
99 FEB 11 AM 8:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Beanieandme.com, Inc.

ARTICLE II PRINCIPAL OFFICE

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

c/o Max Hefter

9808 N.W. 2nd Street

Plantation, FL 33324

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding

at any one time is 10,000 (ten thousand).

ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Max Hefter

9808 N.W. 2nd Street

Plantation, FL 33324

ARTICLE V INCORPORATOR

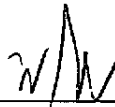
The name and street address of the incorporator to these Articles of Incorporation is:

Shlomi Fedida

9808 N.W. 2nd Street

Plantation, FL 33324

The undersigned has executed these Articles of Incorporation this 7th day of February,
1999.



Shlomi Fedida, Incorporator

CERTIFICATE OF DESIGNATION

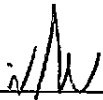
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the law 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: Beanieandme.com, Inc.
- 2) The name and address of the registered agent and office is:

Max Hefter
9808 N.W. 2nd Street
Plantation, FL 33324

Signature: _____



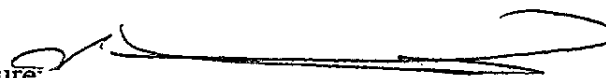
Title: Incorporator

Date: _____

2/7/99

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Signature: _____



Max Hefter

Date: _____

2/7/99