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November 4, 1999

Department of State
Division of Corporations
New Registrations Section
P.O. Box 6327
Tallahassee, Fl 32314

400003037824--0
-11/09/99--01081--005
*****70.00 *****70.00

Dear Sirs:

Please find enclosed my \$70.00 check, together with the original (and a copy) of the Articles of Incorporation for THE BETTY & ROSS COMPANY for filing. I do not need a certified copy of the Articles, and therefore only \$70.00 is being sent to you. However, please send me an acknowledgement of the filing.

If you have any questions about this filing, please call me at 305-653-3938, and you may send the acknowledgment of the filing to the corporation's office address as stated in the articles.

Sincerely,



Alec Ross
797 NE 206 Street
Miami, Fl 33179

FILED
99 NOV - 8 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: The original and a copy of the Articles of Incorporation and a \$70.00 check.

T BROWN NOV - 9 1999

ARTICLES OF INCORPORATION

of

THE BETTY & ROSS COMPANY

FILED
99 NOV -8 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of this corporation shall be THE BETTY & ROSS COMPANY.

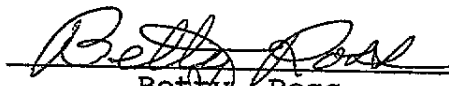
2. The initial principal place of business and mailing address for this corporation shall be Suite 235, 3578 Magellan Circle, Aventura, Florida 33180

3. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10 shares of no par value stock.

4. The name of the registered agent is B. Ross, and her registered address shall be Suite 235, 3578 Magellan Circle, Aventura, Florida 33180

5. The name and address of the incorporator to these Articles of Incorporation is Betty Ross, Suite 235, 3578 Magellan Circle, Aventura, Florida 33180

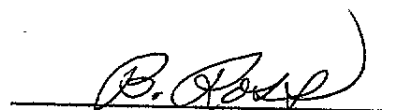
Dated on November 3, 1999


Betty Ross

CERTIFICATE OF ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment as registered agent and agree to act in this capacity. I also agree to comply with all Florida Statutes relating to the proper and complete performance of my duties as a registered agent, and am familiar with and accept the obligations of my position as registered agent for THE BETTY & ROSS COMPANY.

Dated on November 3, 1999


B. Ross