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October 20, 1999

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*****78.75 *****78.75

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bocephus, Inc.

Dear Madam/Sir:

Enclosed please find Certificate of Incorporation and Certificate designating resident agent for the referenced corporation and our check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	8.75
	<u>\$78.75</u>

Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN, P.A.

[Signature]
JAN A. YELEN

JAY;hr

Enclosures

FILED
99 NOV 15 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BOCEPHUS, INC.

FILED
99 NOV 15 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

BOCEPHUS, INC.

ARTICLE II PRINCIPAL OFFICE

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

7171 N.W. 74th Street, Miami, Florida 33166

ARTICLE III CAPITAL STOCK

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

50 shares with no par value, total capitalization of \$500.00.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JAN A. YELEN, ESQ.

1104 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JAN A. YELEN, ESQ.

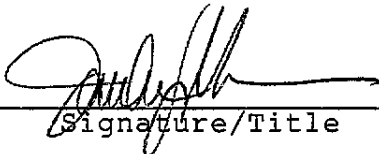
1104 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VI PREEMPTIVE RIGHTS AND BUSINESS PURCHASES

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has(have) executed these Articles of Incorporation this 29th day of October, 1999.



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 NOV 15 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws 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: BOCEPHUS, INC.

2. The name and address of the registered agent and office is:

JAN A. YELEN, ESQ.

(NAME)

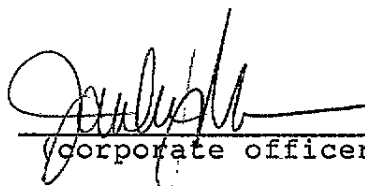
1104 Ponce de Leon Boulevard

P.O. BOX NOT ACCEPTABLE)

Coral Gables, Florida 33134

CITY/STATE/ZIP

SIGNATURE

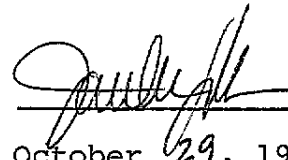

(corporate officer)

TITLE

DATE October 29, 1999

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



DATE October 29, 1999