

TRANSMITTAL LETTER

P 99000103575

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

FILED
99 NOV 23 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: BEEKMAN INTERNATIONAL CORPORATION
(Proposed corporate name - must include suffix)

300003053423--1
-11/23/99--01070--008
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: LOURDES A. LANDIS
Name (Printed or typed)

1940 SW 12 AVENUE
Address

MIAMI, FL. 33129
City, State & Zip

(305) 856-5520
Daytime Telephone number

Lowdas GAVL
AUTHORIZATION BY FIVE TO
CORRECT Incorp. name + Corp address
DATE 11-30-99
DOC. EXAM 7c

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

BEEKMAN INTERNATIONAL, INC.

FILED
9:40 AM 23
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit, and subject to the following provisions:

ARTICLE I

The name of the corporation shall be:

BEEKMAN INTERNATIONAL, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is 75 shares of common stock at \$100.00 par value.

ARTICLE V

The post office address of the initial registered office of this corporation in the State of Florida is: 1940 SW 12th Avenue, Miami, FL 33129. The mailing address the same.

The name of the initial registered agent at such address is: Lourdes A. Landis.

ARTICLE VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE VII

The Board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary of expedient.

ARTICLE VIII

The name and post office addresses of the members of the Board of Directors who shall serve as members thereof are as follows:

<u>BOARD OF DIRECTORS</u>	<u>ADDRESS</u>
Lourdes A. LANDIS	1940 SW 12 th Ave. Miami, FL 33129
HERBERT BAILEY	2400 Brickell Ave., 101-D Miami, FL 33129

ARTICLE IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation, shall have all the general and additional powers now conferred upon it by the law.

ARTICLE X

Amendments of the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE XI

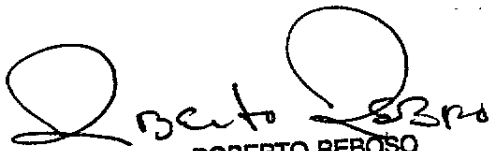
Shareholders of the corporation shall have preemptive rights to acquire their pro rate share of the stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including buy not limited to cash, other property, services, the acquisition of their corporations shares of property through merger or the extinguishment of debts. Preemptive rights shall (NOT) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.


No issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.


These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

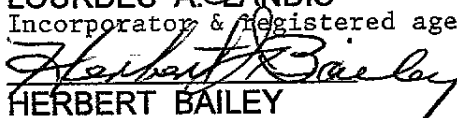
IN WITNESS WHEREOF, we have hereunto set our hands and signature, this 25 day of October, 1999.



ROBERTO REBOSO
COMMISSION # CC 547871
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO INC




LOURDES A. LANDIS
Incorporator & registered agent


HERBERT BAILEY

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority , duly authorized to administer oath and take acknowledgments, personally appeared:

LOURDES A. LANDIS

HERBERT BIALEY

Who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS, I have hereunto set my hand and official seal at Miami, Miami-Dade County, Florida, this 25 day of October, 1999.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



ROBERTO REBOSO
COMMISSION # CC 547871
EXPIRES APR 16, 2000
BONDED THRU
ATLANTIC BONDING CO INC

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