

P99000106454

Premier Management Company

Accounting, Consulting, Financing & Income Tax Services

1437 ~~1417~~ N.E. 4th Avenue

Fort Lauderdale, FL 33304

Tel: (954) 767-0116 Fax: (954) 767-8616

Email: DirectDish@aol.com

December 4, 1999

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

000003061580--1

-12/06/99--01094--005

*****78.50 *****78.50

RE: B E C S Baby and Variety Food Store, Inc.

Dear Sir / Madam:

Enclosed are the filing, and the registered agent fees for the above mentioned corporation. If more information, please feel to contact us at the numbers listed above.

Sincerely yours,

Premier Management Company

Jean-Marie Olivier
Jean-Marie Olivier,
President

Fictitious Name State Registration #: G92366004918

Enclosures: articles

Check for \$78.50

99 DEC -6 AM 8:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC - 9 1999

FILED
99 DEC -6 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B E C S Baby and Variety Food Store, Inc.

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be *B E C S Baby and Variety Food Store, Inc.*, with its place of business at 519 East Sample Road, Pompano Beach, Florida 333064.

ARTICLE II - CORPORATE NATURE

This corporation is organized pursuant to the Corporations For Profit Law of the State of Florida, set forth under the Florida Business Corporation Act of the Florida Statutes.

ARTICLE III - PURPOSE

This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida. This corporation is organized for the purpose of transacting any or all lawfull business.

ARTICLE IV

This corporation shall commence its existence upon receipt of these articles by the Secretary of State. This corporation shall have a perpetual existence.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of Common Stock, each share to have a Par Value of one (\$1.00) dollar. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

ARTICLE VI- INCORPORATES AND DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time according to the By-laws. The names and mailing addresses of the incorporators are as follows:

Benedic Desir
3490 N.E. 1st Avenue, Suite #B
Pompano Beach, Fl 33064

Chrismene Desir
3490 N.E. 1st Avenue, Suite #B
Pompano Beach, Fl 33064

ARTICLE VII - IDENTIFICATION OF REGISTERED AGENT

The name and address of this corporation's registered agent is as follows:

Premier Management Company
1437 N.E. 4th Avenue
Fort Lauderdale, Fl 33311

ARTICLE VIII - BYLAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to or new By-laws may be adopted, either by a resolution of the board of Directors, or by following the procedure set forth therefore in the By-laws.

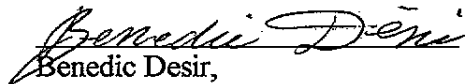
ARTICLES IX AMENDMENT OF ARTICLES

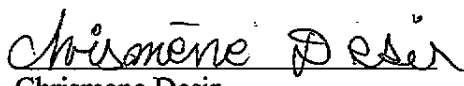
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned constituting the subscribers of this corporation, for the purpose of forming this corporation for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 30th day of November, 1999.

ACKNOWLEDGMENTS

Witnessed By:


Benedic Desir,
President & Treasurer


Chrismene Desir,
Vice President & Secretary

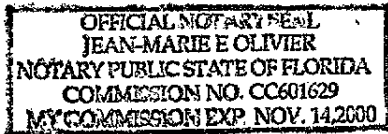
STATE OF FLORIDA)
) SS.
COUNTY BROWARD)

BEFORE ME, the undersigned authority, personally appeared:
Benedic Desir, ID# D 260-060-62-255-0
Chismene Desir, ID# D 260-113-73-863-0
to be known to be the persons who executed the foregoing Articles of Incorporation and
they acknowledge to and before me that they executed such instrument.

In Witness Whereof, I have hereunto set my hand seal this 30th day of
November, 1999

My Commission Expires: Nov 14, 2000


Notary Public / State of Florida



99 DEC -6 AM 8:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 607.0501, Florida Statutes the following is submitted:
First, that B E C S Baby and Variety Food Store, Inc., with its place of business at 519
East Sample Road, Pompano Beach, Fl 33064 has named Premier Management
Company, located at 1437 N.E. 4th Avenue, Fort Lauderdale, Fl 33304 as its agent to
accept service of process within Florida.

Benedic Desir
Benedic Desir,
President & Treasurer

November 30, 1999
Date

Having been named to accept service of process for the above stated business
organization, at the place designated in this certificate, I hereby agree to act in the
capacity, and this agree to comply with the provisions of my duties and responsibilities
proper and complete performance of my duties and responsibilities as registered agent,
and I accept the duties and obligations of Section 607.0505, Florida States.

Jean-Marie Olivier for Premier Management Co.
Jean-Marie Olivier, President of
Premier Management Company
Registered Agent

November 30, 1999
Date