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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: BERREY CORP.  
AUDIT NUMBER.....H96000016973  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Handwritten signatures and initials at the bottom right.

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ARTICLE OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is BERREX CORP.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1.- To engage in the business of product assembly.
- 2.- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 3.- To do such other things as are incidental to the forgoing or necessary or desirable in order to accomplish the foregoing.

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PREPARED BY:	
ASHLAND INSURANCE AGY, INC	
608 NW 57th Avenue	
Miami, FLORIDA	33126
(305) 262-4053	
MIGUEL E. TURBAY	

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial business office of the corporation is 17101 NW 57th Avenue, #302 Miami, Florida 33055 and the name of its initial registered agent is MILDRED M. BERMONTY.

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one (1) . The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Mildred M Bermonty	17101 NW 57th Avenue, #302 Miami, Florida 33055

ARTICLE NINE

A unanimous vote of directors for effective directors action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Mildred M Bermonty	17101 NW 57th Avenue; #302 Miami, Florida 33055

Executed by the undersigned at MIAMI, FLORIDA,  
on November 29, 19 96 .

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That BERREY CORP.  
(NAME OF CORPORATION)

desiring to organize under the laws of the State of FLORIDA  
(FLORIDA)

with its principal office, as indicated in the articles of incorporation at City of MIAMI county  
(CITY)

of DADE, State of FLORIDA  
(COUNTRY) (STATE)

has named MILDRED M BERMONTY  
(NAME OF RESIDENT AGENT)

located at 17101 NW 57th Avenue; #302  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESS NOT ACCEPTABLE)

city of FLORIDA, County of DADE  
(CITY) (COUNTRY)

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY Mildred Bermonty  
SIGNATURE  
REGISTERED AGENT  
AND  
INCORPORATOR

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DEC 14 1996  
MIRAMONTE

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