

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 26, 1995

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: BERK ENTERPRISES, INC.
Ref. Number: W95000011055

We have received your document for BERK ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 495A00026776

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned HOWARD BERKOWITZ, do hereby certify
that this Resolution of the Board of Directors of BERK ENTERPRISES, INC.,
a corporation duly organized and existing under the laws of the State of Michigan,
was duly adopted on May 31, 19 95.

Resolved, that BERK ENTERPRISES, INC., organized
and existing in the State of Michigan, hereby adopts the
name BERK ENTERPRISES, INC. OF LAKELAND for use in Florida.

Dated: MAY 31, 1995


Signature of at least one director
HOWARD BERKOWITZ

95 JUN - 1 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. BERK ENTERPRISES, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Michigan

(State or country under the law of which it is incorporated)

3. 38-2903673

(FEI number, if applicable)

4. January 20, 1990

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 3605 South Florida Avenue

Lakeland, Florida 33803

(Current mailing address)

8. Any activity within the purposes for which corporations may be formed as allowed by law
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: HOWARD W. BERKOWITZ

Office Address: 3605 South Florida Avenue

Lakeland,

, Florida , 33803

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.



(Registered agent's signature)

HOWARD W. BERKOWITZ

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other official
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
95 JUN - 1 AM 16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: HOWARD W. BERKOWITZ

Address: 5474 Kemkerry Street

Wesley Chapel, Florida 33543

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: HOWARD W. BERKOWITZ

Address: 5474 Kemkerry Street

Wesley Chapel, Florida 33543

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN - 1 AM 11:16

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Howard W. Berkowitz, President

(Typed or printed name and capacity of person signing application)



Michigan Department of Commerce

Lansing, Michigan

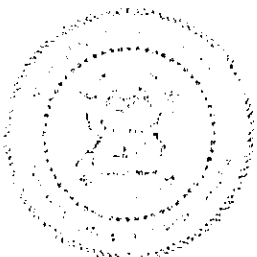
This is to Certify That

BERK ENTERPRISES, INC.

was validly incorporated on January 2, 1990, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
95 JUN - 1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SEAL APPEARS ONLY ON ORIGINAL
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In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of May, 1995.

Carl L. Lipp, Director
Corporation & Securities Bureau