SCOTT B. CHAPMAN, P.A.

ATTORNEYS AT LAW

PMB 399 7040 W. PALMETTO PARK ROAD #4 BOCA RATON, FL 33433 TELEPHONE 561-483-8800 FAX 561-483-0200

SCOTT B. CHAPMAN *
*ALSO ADMITTED IN OHIO

PAOO 000 March 29, 2000

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

700003194577--0° -04/04/00--01016--002 ****122.50 ******78.75

RE: Berel Associates, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation regarding the above matter. Please additionally find enclosed a check in the amount of \$122.50 for the filing fees. Please return a certified copy to the above address.

Should you have any questions regarding the above or the enclosed, please contact the undersigned at your convenience.

Very truly yours,

Scott B. Chapman Attorney at Law

SBC/sm Encl. FILED

00 APR -4 AM II: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDI

4,0

ARTICLES OF INCORPORATION

OF

BEREL ASSOCIATES, INC.

ARTICLE I - NAME

The name of this Corporation is BEREL ASSOCIATES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation

is:

OFFICERS: PETER L. LEVINE, PRESIDENT

SCOTT CHAPMAN, VICE PRESIDENT

ADDRESS: 21346 ST ANDREWS BLVD., SUITE 203

BOCA RATON, FL 33433

REGISTERED AGENT: SCOTT CHAPMAN

REGISTERED AGENT ADDRESS: 7040 W PALMETTO PARK RD #4

SUITE 399

BOCA RATON, FL 33433



ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is SCOTT CHAPMAN, 7040 W. PALMETTO PARK RD #4, SUITE 399, BOCA RATON, FL 33433.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25 day of May 2000.

SCÓTT CHAPMAN



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the Above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

| retain to the proper and comprete | | |
|-----------------------------------|--|---|
| DATED this 79 day of M | <u>ورل</u> , 2000. | |
| | | 1/1 |
| | | SCOTT CHAPMAN |
| | · | (Registered Agent) |
| STATE OF FLORIDA |) | |
| ss.: COUNTY OF PALM BEACH |) | |
| personally appeared SCOTT CHAI | PMAN, personally know executed the foregoin | State of and County set forth above, own to me and known by me to be the g Articles of Incorporation of BEREL |
| | | hand and affixed by official seal in the |
| State and County aforesaid this 2 | day of ///orck | _, 2000. |
| | | NOTARY PUBLIC |
| | | NOTAKTIODLIC |
| My commission expires: | | SOMMISSION # CC 644768 |
| Personally Known | | EXPIRES JUN 9, 2001 BONDED THRU OF PUR ATLANTIC BONDENG CO., INC. |
| Identification Produced | | |