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SCOTT B. CHAPMAN \*  
\*ALSO ADMITTED IN OHIO

P00000035050  
March 29, 2000

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

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-04/04/00--01016--002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

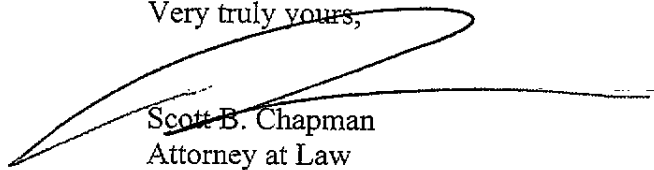
RE: Berel Associates, Inc.

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 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### 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The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.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 29 day of March, 2000.

  
SCOTT CHAPMAN

