

P00000084199

Dawn Marshall, P.A.
A.I. Dupont Building
169 East Flagler Street, Suite 1431
Miami, Florida 33131
Phone: (305) 577-0055; Fax: (305) 577-0066

August 30, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: New Corporation -Berkcorp International Trading Inc.

100003380231--4
-09/01/00--01060--002
*****78.75 *****78.75

Dear Sir and/or Madam:

Enclosed please find the original Articles of Incorporation, a copy of the Articles, two self-addressed, self-stamped envelopes, and a check made payable to the Secretary of State in the amount of \$78.75. Please file the Articles for the new corporation as soon as possible.

The enclosed envelopes are for receipt of a date-stamped copy of the Articles and receipt of a Certificate of Good Standing, as soon as possible.

Thank you for your anticipated cooperation and assistance in expediting this matter.

Very truly yours,


Dawn Marshall

Enclosure

berkcorp.letter.

FILED
00 SEP - 1 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 9/6

**ARTICLES OF INCORPORATION
OF BERKCORP INTERNATIONAL TRADING INC.**

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of the State of Florida for the information of a Corporation under the laws of the State of Florida .

ARTICLE I

The name of the Corporation is:

BERKCORP INTERNATIONAL TRADING INC.

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of One (\$1.00) dollar par value common stock.

ARTICLE III

A. This Corporation is to exist perpetually.

B. The corporate existence of this Corporation shall commence on the date these

Articles are executed.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent
Dawn Marshall

Address of Registered Agent's Office
Dawn Marshall, P.A.
A.I. Dupont Building
169 East Flagler Street, Suite 1431
Miami, Florida 33131

FILED
00 SEP - 1 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

Name	Address
Berkley Rolle	510 N.E. 34 th Street Pompano Beach, Florida 33064

ARTICLE VI

The initial By-laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-laws.

ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-laws, but in no event shall there be less than one director, nor more than one (1) director.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follow:

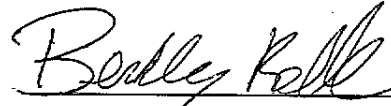
Principal Office	Mailing Address
Berkley Rolle	510 N.E. 34 th Street Pompano Beach, Florida 33164

ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

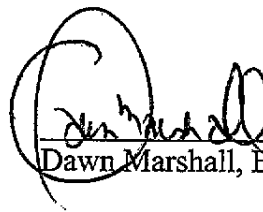
IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 29th day of August, 2000, at Miami Dade County, Florida.

FILED
00 SEP - 1 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Berkley Rolle

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE - STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.



Dawn Marshall, Esq.