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FLORIDA PROFIT CORPORATION OR P.A.

BERKELEY PROPERTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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CERTIFICATE OF INCORPORATION
OF
BERKELEY PROPERTIES, INC.

The undersigned incorporators to these Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is BERKELEY PROPERTIES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPTIAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VIADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 14979 S.W. 132nd Avenue Miami, Florida, The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VIIDIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIIIINITIAL DIRECTORS

The name and post office address of the sole member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Brian Pond	14979 S.W. 132 nd Avenue Miami, Florida 33186
Arlene Janet Pond	14979 S.W. 132 nd Avenue Miami, Florida 33186

ARTICLE IX

The name and mailing address of the incorporator of these articles of incorporation is Brian Pond 14979 S.W. 132nd Avenue 33186.

ARTICLE XAMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

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ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That Berkeley Properties Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, hereby designates Brian Pond as its Registered Agent, to accept services within the State. The registered office of the corporation shall be 1499 SW 132nd Ave. Miami, FL 33150

WITNESS the hand and seal of the incorporators in Dade County, State of Florida, this _____ day of _____, 2000.



Brian Pond

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

PERSONALLY appeared before me, Brian Pond, to me well known to be the subscriber to the foregoing Articles of Berkeley Properties, Inc., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami, Dade County, Florida this 25th day of _____, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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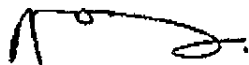
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: Berkeley Properties, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14979 S.W. 132nd Avenue Miami, Florida 33186 Miami, State of Florida, has named as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Brian Pond

Date: 9-25-2000

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