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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/18/01--01057--018
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SUBJECT: Certificate of Domestication and Articles of Incorporation for Bruce Henry Associates, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication \$50.00
Articles of Incorporation and Certified Copy \$78.75
Total to domesticate and file \$128.75

OPTIONAL:

Certificate of Status \$ 8.75

FROM:

Name Bruce L. Henry,
Bruce Henry Associates, Inc.

Address 1975 East Sunrise Blvd., Suite 414

City, State & Zip Fort Lauderdale, Florida 33304

Daytime Telephone number
(954) 763-5966

FILED
01 JUL 18 AM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

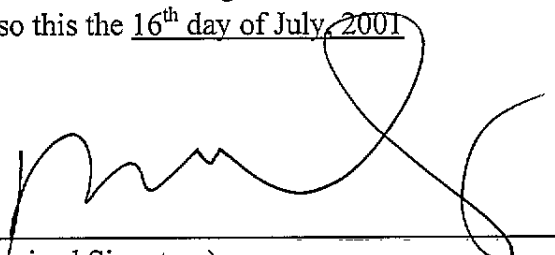
CERTIFICATE OF DOMESTICATION

The undersigned, Bruce L. Henry, President,
(Name) (Title)

of Bruce Henry Associates, Inc. a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was January 6, 1998.
 2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was The State of California.
 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Bruce Henry Associates, Inc.
 4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Bruce Henry Associates, Inc.
 5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was 2039 Shattuck Avenue, Suite 204, Berkeley, California 94704.
 6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.
- I am President of Bruce Henry Associates, Inc.
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 16th day of July, 2001


(Authorized Signature)

Filing Fee:

Certificate of Domestication \$50.00

Articles of Incorporation and Certified Copy \$78.75

Total to domesticate and file \$128.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter F.S., 607.

ARTICLE I NAME

The name of the corporation shall be: Bruce Henry Associates, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: 1975 East Sunrise Blvd., Suite 414,
Fort Lauderdale, Florida, 33304.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in any lawful activity for which
a corporation may be organized under the General Corporation Law of Florida other than the
banking business, the trust company business, or the practice of a profession permitted to be
incorporated by the Florida Corporations Code.

ARTICLE IV SHARES

The number of shares of stock is: Two Thousand (2000).

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Bruce L. Henry, 1731 NE 12th Street, Fort Lauderdale, Florida 33304

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Bruce L. Henry, 1731 NE 12th Street, Fort Lauderdale, Florida 33304

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Bruce L. Henry, 1731 NE 12th Street, Fort Lauderdale, Florida 33304

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated
in this certificate, I am familiar with and accept the appointment as registered agent and agree to
act in this capacity.

Signature/Registered Agent

Date

July 16, 2001

Signature/Incorporator

Date

July 16, 2001