

**Electronic Articles of Incorporation
For**

**P01000121274
FILED
December 27, 2001
Sec. Of State**

BERNARD'S STAR HOLDINGS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BERNARD'S STAR HOLDINGS INC.

Article II

The principal place of business address:

1640 RIVERLAND ROAD
FT LAUDERDALE, FL. 33312

The mailing address of the corporation is:

1640 RIVERLAND ROAD
FT LAUDERDALE, FL. 33312

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000000

Article V

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

JIN H ANG
1640 RIVERLAND ROAD
FT LAUDERDALE, FL. 33312

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JIN HOO ANG

Article VI

The name and address of the incorporator is:

SPIKE MCGURK
1640 RIVERLAND ROAD
FT LAUDERDALE FL 33312

Incorporator Signature: SPIKE MCGURK