PARANSMITTAL LETTER Jent of State of Corporations

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

SUBJECT:

BERNARD, LEE & EDWARDS SECURITIES, INC.

(Proposed corporate name - must include suffix)

900005179369--4 -04/01/02--01048--013 ******70.00 ******70.00

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

\$70.00 Filing Fee

□ \$78.75

Filing Fee

& Certificate of Status

\$78.75

□ \$87.50

Filing Fee

Filing Fee, Certified Copy

& Certified Copy Certi

& Certificate of

Status

ADDITIONAL COPY REQUIRED

FROM:

Mike McLaughlin

Name (Printed or typed)

1016 Shore Acres Drive

Address

Leesburg, FL 34748

City, State & Zip

(352) 323-4956

Daytime Telephone number

OZ APR -1 PM 12: 12

NOTE: Please provide the original and one copy of the articles.



ARTICLES OF INCORPORATION OF BERNARD, LEE & EDWARDS SECURITIES, INC.

ARTICLE I

The name of this Corporation shall be: Bernard, Lee & Edwards Securities, Inc.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be: 1016 Shore Acres Drive - Leesburg, Florida 34748

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 50,000,000 shares of common stock of no par value, and 5,000,000 shares of preferred stock of no par value.

ARTICLE IV

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE V

Provisions for the regulation of the internal affairs of the Corporation are those set forth in the Corporation's Bylaws, and the board of directors shall have the authority to alter, amend, repeal, or adopt new Bylaws at any regular or special meeting of the board of directors.

ARTICLE VI

The board of directors of this Corporation shall have the authority to create one or more series of preferred stock, fix the number of shares of each series, and designate and determine, in whole or in part, the preferences, limitations, and relative rights of each series of preferred stock.

ARTICLE VII

The Corporation shall have the power to indemnify any person to the full extent permitted under the laws of the State of Florida.

ARTICLE VIII

The name and Florida street address of the initial registered agent is: Michael B. McLaughlin, 1016 Shore Acres Drive - Leesburg, Florida 34748

ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is: Michael B. McLaughlin, 1016 Shore Acres Drive - Leesburg, Florida 34738.

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered

Michael B. McLaughlin

March 29, 2002