

PO2000042811
TRANSMITTAL LETTER

Certificate of Domestication

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Articles of Incorporation

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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)

900005273479--6

-04/16/02--01005--002

****155.00 ****120.00

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
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& 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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 11 AM 8:14

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

W-11155-422
X6

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 11 AM 8:15

AFFIDAVIT OF NAME RELEASE

STATE OF FLORIDA)

COUNTY OF LEE)

ss.

I, Michael B. McLaughlin, being duly sworn, state as follows:

FIRST: I am the Incorporator of Bernard, Lee & Edwards Securities, Inc. (the "corporation").

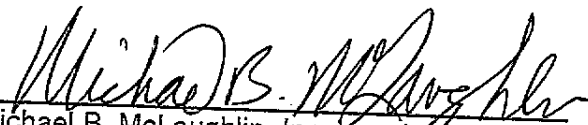
SECOND: The date of filing of the corporation's articles of incorporation in Florida is April 2, 2002.

THIRD: The date of filing of the corporation's articles of dissolution in Florida is April 11, 2002.

FOURTH: This affidavit is made to release the name Bernard, Lee & Edwards Securities, Inc., a Florida corporation, to Bernard, Lee & Edwards Securities, Inc., a Delaware corporation so that the Delaware corporation can be domesticated in the State of Florida.

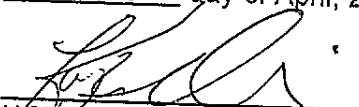
This affidavit of name release is signed on behalf of Bernard, Lee & Edwards Securities, Inc., a Florida corporation, by its Incorporator who is authorized to sign this affidavit of name release on behalf of the corporation.

Signed this 11th day of April, 2002.


Michael B. McLaughlin, Incorporator

Sworn to before me on

11th day of April, 2002.


NOTARY PUBLIC Kristin D Collins



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 11 AM 8:15

CERTIFICATE OF DOMESTICATION

Pursuant to Florida Statutes Section 607.1801 Bernard, Lee & Edwards Securities, Inc. (the "corporation") does hereby certify as follows:

1. The corporation was formed on January 9, 1989 in the State of Delaware;
2. The name of the corporation immediately prior to the filing of the certificate of domestication was Bernard, Lee & Edwards Securities, Inc.;
3. The name of the corporation as set forth in its articles of incorporation filed herewith is Bernard, Lee & Edwards Securities, Inc.
4. **The jurisdiction that constituted the principal place of business or central administration of the corporation immediately prior to the filing of the certificate of domestication is Delaware.**

This certificate of domestication is signed by its Chief Executive Officer who is authorized to sign the certificate of domestication on behalf of the corporation.

Signed this 11th day of April, 2002.

BERNARD, LEE & EDWARDS SECURITIES, INC.

By: Michael B. McLaughlin
Michael B. McLaughlin, Chief Executive Officer

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

02 APR 11 AM 8:15

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 date of incorporation of this Corporation shall be April 11, 2002.

ARTICLE IX

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

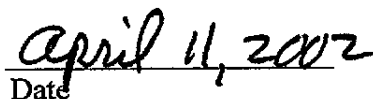
ARTICLE X

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/Incorporator

Michael B. McLaughlin


Date