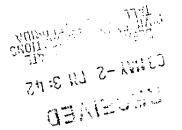


(Requestor's Name)
(Address)
(Address)
(City/State/Zip/Phone #)
PICK-UP WAIT MAIL
(Business Entity Name)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:
Office Use Only











ACCOUNT NO. : 072100000032 REFERENCE: 079644 7199111 AUTHORIZATION : COST LIMIT : \$ 78.75 ORDER DATE: May 2, 2003 ORDER TIME : 2:23 PM ORDER NO. : 079644-005 CUSTOMER NO: 7199111 CUSTOMER: Seth E. Ellis, Esq Seth E. Ellis, P.a. Attorneys & Counselors At Law Suite 290 2600 North Military Trail Boca Raton, FL 33433 DOMESTIC FILING NAME: BERMAN MANAGEMENT CORP. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP ____ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFIED COPY ___ PLAIN STAMPED COPY ____ CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

CONTACT PERSON: Susie Knight - EXT. 1156

ARTICLES OF INCORPORATION OF BERMAN MANAGEMENT CORP.

03 HAY -2 PM 3: 25 SECRETARY UF SIMIL TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is BERMAN MANAGEMENT CORP.

ARTICLE II Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 30th day of April, 2003.

ARTICLE III Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV Capital Stock

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V Principal Office; Initial Registered Office and Agent

- 1. The street address of the initial principal office and mailing address of this corporation is: 330 NW 67th Street, Unit 104, Boca Raton, FL 33487.
- 2. The registered office of this corporation shall be 2600 North Military Trail, Suite 290, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at that address is: Seth E. Ellis, Esq.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have ONE (1) director(s). The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The name and address of the initial director of this corporation is:

HAROLD BERMAN

330 NW 67 STREET, UNIT 104 BOCA RATON, FL 33487

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: SETH E. ELLIS, 2600 NORTH MILITARY TRAIL, SUITE 290, BOCA RATON, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30 day of April , 2003.

Incorporator

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 30th day of April, 2003, by SETH E. ELLIS, who is personally known to me or who has produced

as identification.

Notary Public, State of Florida

at Large
Ingrid S. McLean
Commission # DD122740
Expires June 5, 2006

ype/Pri Standed Name of Notary
Atlantic Bonding Co. Inc.

My Commission Expires:

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

BERMAN MANAGEMENT CORP.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that BERMAN MANAGEMENT CORP., desiring to organize under the laws of the State of Florida with its principal office at: 330 NW 67th Street, Unit 104, Boca Raton, FL 33487.

, has named SETH E. ELLIS, Esq., located at SETH E. ELLIS, PA, 2600 NORTH MILITARY TRAIL, SUITE 290, BOCA RATON, FL 33431, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

ETH E. ELLIS, ESQ.

S:\Work\clients\2002\Berman, Harold - 02-019\Berman Management of Incorporation.wpd

OMAY -2 PH 3: 25
SECRETARY OF STAIL
TABLAHASSEE FLORIDA