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EFFECTIVE DATE
5-1-04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR -1 AM 11:29

FILED

LAW OFFICE OF
RICHARD E. MACDONALD
PROFESSIONAL ASSOCIATION

7600 Dr. ML King, Jr. (9th) Street North, Suite 302
St. Petersburg, Florida 33704

Telephone: (727) 898-4600

E-Mail: richardemacdonald@yahoo.com

Facsimile: (727) 894-6303

March 31, 2004

VIA OVERNIGHT DELIVERY

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

RE: Berardo's Corporation
Articles of Incorporation

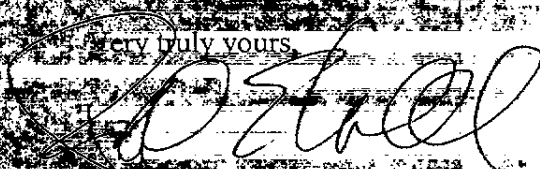
To Whom It May Concern:

On behalf of the above-referenced corporation, enclosed please find two executed originals of the Articles of Incorporation and a check in the amount of \$78.75, representing the filing fee, the registered agent designation fee, and certified copy fee. Please file these documents and return a "filed" stamped original of the Articles to me in the enclosed self addressed envelope.

Your attention is kindly directed to Article XIV of the Articles of Incorporation which states a specific commencement date for this Corporation. Please make sure the Secretary of State indicates the correct effective date.

If you have any questions or require further information, please contact me.

Very truly yours,


Richard E. Macdonald

REM/
Enclosures

**ARTICLES OF INCORPORATION
OF
BERARDO'S CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EXPIRATION DATE
5-1-04

ARTICLE I: NAME

The name of this corporation shall be Berardo's Corporation

ARTICLE II: PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and the mailing address of this corporation is 108 - 50th Avenue Drive West, Bradenton, Florida 34207.

ARTICLE III: PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be either increased or decreased from time to time as provided in the corporation's Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is: Jose B. Castillo, 108 - 50th Avenue Drive West, Bradenton, Florida 34207.

ARTICLE VI: REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are: Jose B. Castillo, 108 - 50th Avenue Drive West, Bradenton, Florida

34207.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this corporation who is signing these Articles of Incorporation is Richard E. Macdonald, Esq., 2600 Dr. Martin Luther King, Jr. Street North, Suite 302, St. Petersburg, Florida 33704.

ARTICLE VIII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X: INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XI: PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted

within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII: CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIII: TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and shall be open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall then have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder's estate.

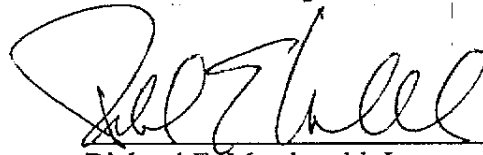
Each stock certificate issued by this corporation shall contain the following notice of the restrictions set forth herein:

"These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office."

ARTICLE XIV: DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of May 1, 2004.

WHEREAS, the undersigned executes these Articles of Incorporation on this 31st day of March, 2004.



Richard E. Macdonald, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 31st day of March, 2004.



Jose B. Castillo, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA