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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BERNIE HILL, INC.

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ARTICLES OF INCORPORATION
OF

BERNIE HILL, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s)
Competent to contract, hereby form a corporation under the laws of State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: BERNIE HILL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities permitted under
the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One hundred shares (100) of five Dollar (s)
(\$ 5.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and name of the at office is:

NAME	BERNARDO MARIBONA		
ADDRESS	15030 COCONUT AVENUE		
CITY	MIAMI LAKES	STATE	FL ZIP 33016

The principal office, if known or the mailing address of the corporation is:

NAME	BERNARDO MARIBONA		
ADDRESS	15030 COCONUT AVENUE		
CITY	MIAMI LAKES	STATE	FL ZIP 33016

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be
either increased or diminished from time to time by - laws, but shall never be less than one (1).

The name and addresses of the initial director (s) of the corporation are as follows:

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NAME	BERNARDO MARIBONA		
ADDRESS	15030 COCONUT AVENUE		
CITY	MIAMI LAKES	STATE	FLORIDA ZIP 33016
NAME			
ADDRESS			
CITY			
NAME			
ADDRESS			
CITY			
NAME			
ADDRESS			
CITY			
NAME			
ADDRESS			
CITY			

ARTICLE VII - INCORPORATORS


The name and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	BERNARDO MARIBONA		
ADDRESS	15030 COCONUT AVENUE		
CITY	MIAMI LAKES	STATE	FLORIDA ZIP 33016
NAME			
ADDRESS			
CITY			
NAME			
ADDRESS			
CITY			
NAME			
ADDRESS			
CITY			
NAME			
ADDRESS			
CITY			

IN WITNESS WHERE OF, the undersigned subscriber (s) have executed these Articles of Incorporation this 27TH day of October, 2004.

PREPARED: SOSA ACCOUNTING TAX SERVICE
570 EAST 49 STREET
HIALEAH, FL 33013

(305) 688 - 1716
(305) 688 - 1714

 (Seal)

(Seal)

(Seal)

(Seal)

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

BERNIE HILL, INC.

(name of corporation)

Pursuant to Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation.

AT: 15030 COCONUT AVENUE


MIAMI LAKES, FL 33016

Has named BERNARDO MARIBONA

Located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above state
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with provisions of Florida Law in keeping open said office.


(registered agent)

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