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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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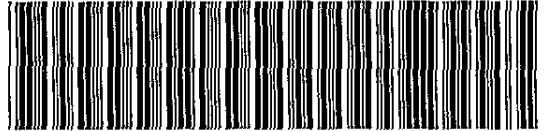
(Business Entity Name)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 JAN 20 PM 1:33

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 JAN 20 AM 11:28

RECEIVED

Handwritten scribbles

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bernard Merchant Group, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: WLC

Name _____

Date 1/20

Time 11:00

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
BERNARD MERCHANT GROUP, INC.

FILED
05 JAN 20 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this Corporation is BERNARD MERCHANT GROUP, INC.

ARTICLE II

Principal Office or Mailing Address

The principal office or the mailing address of the Corporation is 612 - 38th Avenue Northeast, St. Petersburg, Florida 33704.

ARTICLE III

Existence and Duration

This Corporation shall begin existence on the date these Articles of Incorporation are filed with the Florida Department of State, and shall have perpetual existence.

ARTICLE IV

Purpose

This Corporation may engage in the transaction of any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V

Capital Stock

The total number of shares of capital stock authorized to be issued by the Corporation shall be Ten Thousand (10,000) shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to One (1) vote at any meeting

of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial registered office of this Corporation is 3637 Fourth Street North, Suite 410, St. Petersburg, Florida 33704, and the name of its initial registered agent is John L. Green, Jr..

ARTICLE VII

Initial Board of Directors

This Corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than One (1). The names and addresses of the persons who are to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda M. Bernard	612 - 38th Avenue Northeast St. Petersburg, Florida 33704

ARTICLE VIII

Incorporator

The name and address of the Incorporator of this Corporation is as follows:

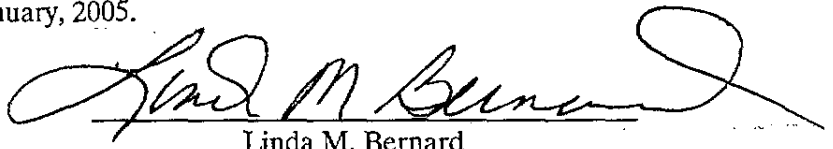
<u>NAME</u>	<u>ADDRESS</u>
Linda M. Bernard	612 - 38th Avenue Northeast St. Petersburg, Florida 33704

ARTICLE IX

Amendment of Articles of Incorporation

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

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation this 11 day of January, 2005.

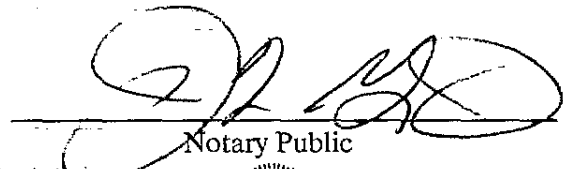


Linda M. Bernard
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Sworn to and subscribed before me this 11th day of January, 2005, by LINDA M. BERNARD.

- Personally known
- Florida Driver's License
- Other Identification Produced


Notary Public

Printed Name: John L. Green, Jr.
MY COMMISSION # DD232543 EXPIRES August 12, 2007
BONDED THRU TROY FAIR INSURANCE, INC.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

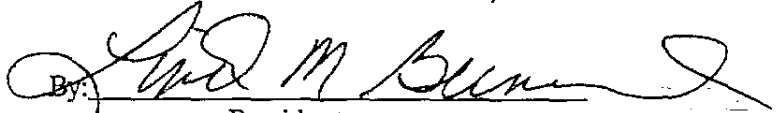
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is BERNARD MERCHANT GROUP, INC.

2. The name and address of the registered agent and office is:


John L. Green, Jr.
3637 Fourth Street North
Suite 410
St. Petersburg, Florida 33704

BERNARD MERCHANT GROUP, INC.

By: 
President

Dated: January 11, 2005.

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.


John L. Green, Jr.

Dated: January 11, 2005