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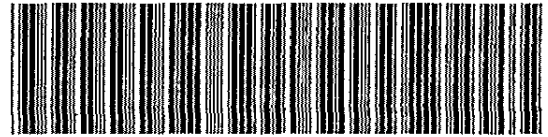
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DIVISION OF CORPORATIONS
05 JAN 20 PM 3:08

ADORNO & YOSS
A LIMITED LIABILITY PARTNERSHIP
2525 PONCE DE LEON BLVD. SUITE 400
MIAMI, FLORIDA 33134-6012
PHONE: (305) 858-5555, FAX: (305) 858-4777
WWW.ADORNO.COM

CHRISTINA RUSSO

DIRECT LINE: (305) 460-1468
EMAIL: CRUSSO@ADORNO.COM

January 18, 2005

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Bernie II Corp. Articles of Incorporation

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed please find this firm's check in the amount of \$78.75, to cover the requisite filing and certified copy fees for such filing. If you have any questions please call me at (305) 460-1468.

Sincerely,

Adorno & Yoss, LLP


Christina C. Russo

**ARTICLES OF INCORPORATION
OF
BERNIE II CORP.**

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Bernie II Corp. Its principal office address and business mailing address is 18851 Northeast 29th Avenue, Suite 900 Aventura, Florida 33180.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce de Leon Boulevard, Suite 400, Miami, Florida 33134-6012, and the initial registered agent of this Corporation at such office shall be Seth P. Joseph, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

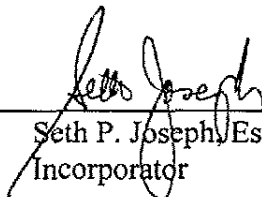
Name

Seth P. Joseph, Esq.

Address

2525 Ponce de Leon Boulevard, Suite 400
Miami, Florida 33134-6012

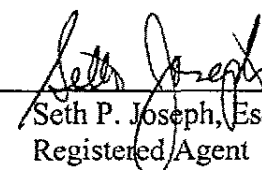
Dated: January 18, 2005

By: 
Seth P. Joseph, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bernie II Corp., at the place designated in the Articles of Incorporation, Seth P. Joseph, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: January 18, 2005

By: 
Seth P. Joseph, Esq.
Registered Agent

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