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To:

Division of Corporations
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Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
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001190.73314

FLORIDA PROFIT/NON PROFIT CORPORATION

THE BERNSTEIN FINANCIAL GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Florida Dept. of State
Subject: 001190.73314

From: Ashley Smith

Monday, August 20, 2007 9:08 AM Page: 2 of 5

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**ARTICLES OF INCORPORATION
OF
THE BERNSTEIN FINANCIAL GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I
NAME**

The name of this corporation shall be THE BERNSTEIN FINANCIAL GROUP, INC.
("Corporation").

**ARTICLE II
DURATION**

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE III
PURPOSE & POWERS**

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

**ARTICLE V
PRINCIPAL OFFICE**

The principal office of this Corporation is 19638 Star Island Drive, Boca Raton, Florida 33498.

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ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

Kenneth Bernstein
19638 Star Island Drive
Boca Raton, Florida 33498

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are:

Steven A. Belson, Esq.
Belson & Lewis, LLP
2500 N. Military Trail, Suite 465
Boca Raton, Florida 33431

ARTICLE VIII
SUB-CHAPTER S-ELECTION

It is the intention of this Corporation to be treated as an Electing Small Business Corporation (Sub-Chapter S Corporation) and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code and the Regulations, as amended, issued thereunder.

ARTICLE IX
BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X
BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

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ARTICLE XI
INDEMNIFICATION

This corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the Shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

16th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of August, 2007.


STEVEN A. BELSON, ESQ., Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared STEVEN A. BELSON, ESQ. as Incorporator, who is personally known to me and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 16th day of AUGUST, 2007.




NOTARY PUBLIC

Print Name: Eric Light

Comm. Exp.: 4/12/08

Comm. No.: DD 30978

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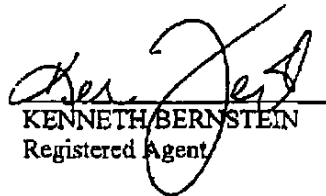
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted as required under Section 607.0501 Florida Statutes:

That The Bernstein Financial Group desiring to organize under the laws of the State of Florida, with its principal place of business at 19638 Star Island Drive, Boca Raton, Florida 33498, has named Kenneth Bernstein, 19638 Star Island Drive, Boca Raton, Florida 33498, as the corporation's registered agent to accept service of process within the State of Florida.

That the undersigned, having been named to accept service of process for the corporation named above, at the place designated in this Certificate, hereby accepts the appointment as registered agent, and is familiar with the obligations of said position, agrees to act in such capacity and to comply with all provisions contained in the Florida Statutes concerning the proper and complete performance of the undersigned's duties as registered agent.

Date: 8.16.07


KENNETH BERNSTEIN
Registered Agent

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