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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
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(((H95000001942)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BERALSHIM, INC.

FAX AUDIT NUMBER: H95000001942

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ARTICLES OF INCORPORATION
OF
BERALSHIM, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
Beralshim, Inc.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Mark Birnbaum, Esquire
30801 Biscayne Blvd. #400
Miami, Florida 33180
Tel: (305) 931-1812
Florida Bar No.: 275034

MARK BIRNBAUM, ESS.
30801 BISC. BLVD. #400
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**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MARC BIRNBAUM, ESQUIRE
20801 Biscayne Boulevard
Suite 400
Miami, Florida 33180

The Corporation's principal office shall be

976 41st Street
Miami Beach, Florida 33140

**ARTICLE V
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI
INITIAL DIRECTORS**

The names and post office addresses of the first Directors of the Corporation are:

NAME	ADDRESS
Shimmy Weiss	976 41st Street Miami Beach, Florida 33140
Burton Harrold	976 41st Street Miami Beach, Florida 33140

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**ARTICLE VII
INCORPORATOR**

The name and post office address of the Incorporator
executing these Articles of Incorporation is as follows:

NAME	ADDRESS
Marc Birnbaum, Esquire	20801 Biscayne Boulevard Suite 400 Miami, Florida 33140

**ARTICLE VIII
COMMENCEMENT DATE**

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming
a corporation to do business within the State of Florida, makes and
files these Articles of Incorporation, hereby declaring and
certifying that the facts stated are true.

 (SEAL)
Marc Birnbaum

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BE IT REMEMBERED that on this day before me, a Notary
Public duly authorized in the State and County named above to take

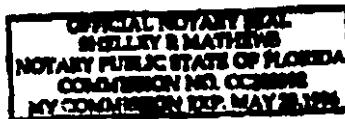
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acknowledgements, personally appeared MARC BIRNBAUM, who is personally known to me and known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at said County and State this 16th day of February, 1995.

Shelley R. Matthews
Notary Public,
State of Florida at Large



The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said DESIGNATION.

MARC BIRNBAUM, ESQUIRE

By: *M. B.*
MARC BIRNBAUM

February 16, 1995

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