



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO.

072 000 000

REFERENCE : 642062 81188A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : July 14, 1995

ORDER TIME : 11:38 AM

ORDER NO. : 642062

300001538203

CUSTOMER NO: 81188A

CUSTOMER: Mr. Reynold Heraux
REYDDY CORPORATION

15343 S.w. 42nd Terrace

Miami, FL 33185

DOMESTIC FILING

NAME: BERCUREY INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUL 17 1995

FILED
95 JUL 14 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JUL 14 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BERCUREY INC.

I, the undersigned incorporator of this corporation under chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: BERCUREY INC.

ARTICLE II - PURPOSE

The general nature of this business to be conducted by this corporation is :

- 1-EXPORT IMPORT BROKER of all type of goods.
- 2-To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
- 3-To acquire by purchase, lease or otherwise, and operate vehicles or equipment of every description.
- 4-To purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in, create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of properties, assets, business and goodwill of any person, corporations or associations.
- 5-To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statutes, as amended, except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone or cementary company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6-To import and export merchandise of all kinds.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5000 shares of common stock having a par value of \$ 1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such consideration as they may deem appropriate. The consideration may

include money or other property shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for and exempt from assessment.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be :
8707 SW 137 AVE, MIAMI, FL 33183 or other such place as may be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of 3 member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. Said directors shall be of full age and at least one of them be a citizen of the United States. Any director may be removed without cause at any annual meeting of the stockholders where a quorum is present in person or proxy.

ARTICLE VII - INITIAL OFFICERS

The name and address of the member(s) of the first Board of Directors is/ARE:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ASTRID R. ROY	President	8707 SW 137 AVE, MIA FL 33183
CURTIS MARCANO	Vice-President	13710F 56 STR # 163, MIA FLA 33175
EDITH A. MENESES	SECRETARY/TRES	8707 SW 137 AVE, MIA FL 33183

ARTICLE VIII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, at 9400 s Dadeland Blvd # 330 Miami, Florida 33156
Accepted:

REYNOLD HERAUX

ARTICLE IX - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this Corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers:

a President, a Treasurer, and a secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or more of said officers may be held by the same person, except the offices of President or Vice-President shall not be held by the secretary or any assistant Secretary of the corporation.


The annual meeting of the Corporation shall be held on such date as is provided in the Bylaws of the Corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the Corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE X - UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing include among the minutes of the Corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been pursuant to a call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the persons named below have hereby executed these ARTICLES OF CORPORATION for the uses and purposes therein stated on this 11 day of July, 1945



ASTRID R. ROY



CURTIS MARCANO



EDITH A. MENESES

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ASTRID R. ROY, CURTIS MARCANO AND EDITH A MENESES, to me known to the person(s) described as subscriber to the foregoing ARTICLES OF INCORPORATION in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA, this
11 day of JULY, 1995.


NOTARY SIGNATURE.



FILED
95 JUL 14 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT

In pursuance of chapter 48.092, Florida Statutes, the following is submitted in compliance with said Act. That BERCUREY INC. desiring to organize under the laws of the State of Florida, with its principal office at indicated in the ARTICLES OF INCORPORATION AT THE CITY OF MIAMI, County of Dade, State of Florida has named REYNOLD HERAUX located at 9400 S Dadeland blvd #330 Miami, State of Florida, as its agent to accept service of process within the State.

I HEREBY ACCEPT AND ARE FAMILIAR WITH THE DUTY OF BEING A REGISTERED AGENT IN THE STATE OF FLORIDA.


REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above named, to take acknowledgment, personally appeared REYNOLD HERAUX to me well known to be the person described in and who executed the foregoing Registered Agent Certificate and acknowledged before me that he subscribed to said Certificate.
WITNESS my hand and official seal in the County and State above named this 11 day of July, 1995.

My commission expires:


NOTARY PUBLIC



P95000054687

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33101
(305) 374-3250

TELECOPIER
(305) 374-7632

April 7, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

FILED
97 APR 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

800002139168--7
-04/10/97--01054--008
*****35.00 *****35.00

RE: Bercurey, Inc.

Dear Sir:

Enclosed is our check in the sum of \$35.00 for filing the enclosed Articles of Dissolution of the captioned corporation. Also enclosed is a self-addressed, stamped envelope for returning a filed copy of same.

Sincerely,

Jeff Tanen
Jeffrey S. Tanen mB

JST/mjb
Enclosure
moskovitz/bercurey/l-secstate.diss

U6/d/s

APR 17 1997

**ARTICLES OF DISSOLUTION
OF
BERCUREY, INC.**

FILED
97 APR 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BERCUREY, INC., by its Director, for purposes of complying with Florida Statutes §607.1403 relating to Articles of Dissolution, does hereby execute the following Articles of Dissolution:

1. Name of Corporation. The name of the corporation is Bercurey, Inc.
2. Date of Dissolution. The date on which dissolution was authorized was December 31, 1996.
3. Approval by Shareholders. All of the Shareholders of the corporation have voted for Dissolution and such vote by all of the Shareholders was sufficient for approval of the dissolution. No further votes or approval are necessary for dissolution.
4. Liabilities. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefore.
5. Plan of Dissolution. A plan of dissolution of the corporation has been adopted by all of the Shareholders and Directors of the corporation and said Shareholders and Directors are in agreement as to same.
6. No Actions. There are no actions pending against the corporation in any court or adequate provision has been made for satisfaction of any judgment, order or decree that may be entered against the corporation in any pending action.

7. Written Approval of Dissolution. The corporation's election to dissolve by written consent of its Shareholders is attached hereto as Exhibit "A".

8. Effective Date. The effective date of these Articles of Dissolution shall be December 31, 1996.

Bercurey, Inc.

By: Esta R. Heraux
Esta R. Heraux

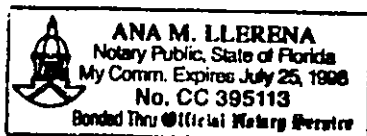
STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 19 day of February, 1997, by Esta R. Heraux, as President of Bercurey, Inc. who personally appeared before me at the time of notarization, and who is personally known to me or who has produced _____ as identification.

Ana M. Llerena
Notary Public

ANA M. LLERENA
Print

My commission expires:



**CONSENT OF SHAREHOLDERS AND DIRECTORS OF
BERCUREY, INC.**

TO DISSOLUTION OF THE CORPORATION

Pursuant to Florida Statutes §607.0704 and other applicable Florida statutes, the undersigned being all of the Directors and Shareholders of Bercurey, Inc., hereby consent to and adopt a plan of dissolution of the corporation as follows:


1. Articles of Dissolution. Proposed copies of Articles of Dissolution of Bercurey, Inc. have been prepared by counsel and are attached.
2. Marshalling of Assets. All of the assets of the corporation, including but not limited to equipment, accounts receivable and funds in banks has been inventoried and accounted for.
3. Disposition of Property. Non-cash properties shall divided between the Shareholders in accordance with the schedules attached hereto. Each shareholder shall receive an equal division of all other corporate assets.
4. Payment of Liabilities. The Shareholders agree that liabilities shall be paid before the payment of any distributions to Shareholders.
5. Accounting. The books and records of the corporation are available for either Shareholder to review at their own cost and expense. After completion of the Shareholders' review of the books and records, the parties shall make such adjustments between them as may be necessary to effect an equal division of corporate assets.
6. Final Tax Return. The parties agree that a final tax return must be filed and the corporation accountant shall prepare and file same. The cost of filing shall be paid by the corporation as one of the remaining liabilities of the corporation prior to final distribution of assets to the Shareholders.
7. Custodian of Records. Edith A. Meneses shall remain the custodian of the corporation records until all appropriate statute of limitations have lapsed and/or three years from the date hereof, whichever is later.
8. Other Actions. The Shareholders agree to cooperate with each other so that every act necessary to wind up and liquidate the business and affairs of the corporation shall be performed. No further distributions to the Shareholders shall be made without the agreement of both Shareholders.

EXHIBIT "A"

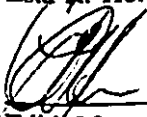
The undersigned, being all of the Shareholders and Directors of Bercurey, Inc., hereby elect this plan of dissolution and hereby approve the proposed Articles of Dissolution attached hereto.

Dated this 19 day of February, 1997.

SHAREHOLDERS AND DIRECTORS



Esta R. Heraux



Edith Meneses

P95000054687

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33101
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TELECOPIER
(305) 374-7632

April 7, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

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TALLAHASSEE FLORIDA

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Sincerely,

Jeff Tanen
Jeffrey S. Tanen mB

JST/mjb
Enclosure
moskovitz/bercurey/l-secstate.dias

Voldis

VS APR 17 1997

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OF
BERCUREY, INC.**

FILED
97 APR 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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7. Written Approval of Dissolution. The corporation's election to dissolve by written consent of its Shareholders is attached hereto as Exhibit "A".

8. Effective Date. The effective date of these Articles of Dissolution shall be December 31, 1996.

Bercurey, Inc.

By: Esta R. Heraux
Esta R. Heraux

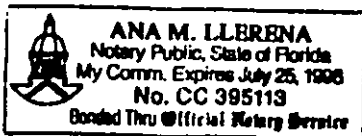
STATE OF FLORIDA)
)
COUNTY OF DADE)

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Ana M. Llerena
Notary Public

ANA M. LLERENA
Print

My commission expires:



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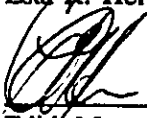
The undersigned, being all of the Shareholders and Directors of Bercurey, Inc., hereby elect this plan of dissolution and hereby approve the proposed Articles of Dissolution attached hereto.

Dated this 19 day of February, 1997.

SHAREHOLDERS AND DIRECTORS



Esta R. Heraux



Edith Meneses