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September 22, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Certified No. P 167 469 031
Return Receipt Requested

Re: **BERNIKO, INC.**

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-09/24/97--01085--004
*****87.50 *****87.50

To Whom It May Concern:

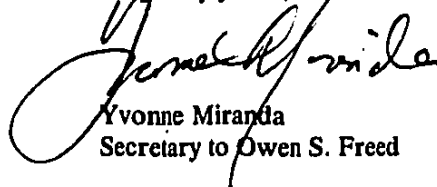
Enclosed for filing are two fully executed copies of Amendment to and Restatement of Articles of Incorporation for the above-referenced corporation and a check in the amount of \$87.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	<u>\$2.50</u>
Total:	\$ 87.50

Please file one original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305) 789-3456, if you should need additional information. Thank you for your cooperation.

Very truly yours,


Yvonne Miranda
Secretary to Owen S. Freed

\ym
Enclosures

PAUSERIOSFACORPDOCSSSEC-STATE

Amended & Restated
w/ name change
LFT 10-2-97

FILED
97 SEP 24 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO and RESTATEMENT OF
ARTICLES OF INCORPORATION**

FILED
97 SEP 24 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **NIKOLA BERAHA**, being the Incorporator and initial sole director of **ECHO NBM REALTY, INC.** "the Corporation", does hereby Amend and Restate the Articles of Incorporation of the Corporation and does hereby state as follows:

1. That no shares of the Corporation have been subscribed or issued.
2. That the Amended and Restated Articles of Incorporation of the Corporation are and shall be as follows, to-wit:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BERNIKO, INC.
Formerly known as
*ECHO NBM REALTY, INC.***

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **BERNIKO, INC.** The address of the principal office and the mailing address of the Corporation is 2580 N.W. 64th Boulevard, Boca Raton, Florida 33496

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are

to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Address

Owen S. Freed

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

Name

Nikola Beraha

Address

2580 N.W. 64th Boulevard
Boca Raton, Florida 33496

ARTICLE VII - INCORPORATOR

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

Name
Nikola Beraha

Address
2580 N.W. 64th Boulevard
Boca Raton, Florida 33496

**ARTICLE VIII
ACTION BY SHAREHOLDERS**

All matters which may require action by the shareholders of the Corporation shall require the consent and approval or affirmative vote of shareholders holding no less than eighty per-cent (80%) of the issued and outstanding shares of the Corporation.

ARTICLE IX- BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested the Board of Directors and the shareholders of the Corporation.

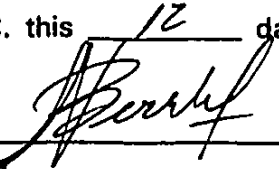
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of BERNIKO, INC. this 12 day of September, 1997.



Nikola Beraha,
Incorporator and Sole Director

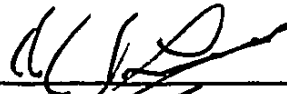
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Owen S. Freed,
Registered Agent