

POPHAM HAIK

SCHNORRICH & KAUFMAN, LTD.

P96000043406

DENVER, COLORADO  
TEL 303-882-1200

MINNEAPOLIS, MINNESOTA  
TEL 612-333-4800

NATIONSBANK TOWER AT  
INTERNATIONAL PLACE, SUITE 4000  
100 S.E. SECOND STREET  
MIAMI, FLORIDA 33131-0101  
TEL 305-530-0050 • FAX 305-530-0055

WASHINGTON, D.C.  
TEL 202-884-8000

INTERNATIONAL AFFILIATION:  
BEIJING, CHINA  
TEL 011861-8188801

May 14, 1996

300001823029  
-05/15/96--01104--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Berlani Lighting Promotions, Inc.

Dear Sir or Madam:

Enclosed for filing is an original of the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$70.00 to cover the necessary costs.

I've also enclosed an additional copy of the Articles of Incorporation to be date and time stamped and returned to me in the self-addressed stamped envelope provided for your convenience.

After the Articles of Incorporation have been filed, kindly return the original filing to me in the second self-addressed stamped envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

*Randy Sue Valove*  
Randy Sue Valove,  
Paralegal

Enclosures (1 original, 1 copy, 2 envelopes)

cc: Robert E. Dady, Esq.

FILED  
96 MAY 15 PM 4:14  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

*Randy authorized to  
add President to  
Article VIII*

*LFT*  
5-21-96

**ARTICLES OF INCORPORATION  
OF**

**BERLANI LIGHTING PROMOTIONS, INC.**

**FILED**

**96 MAY 15 PM 4: 15**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is **BERLANI LIGHTING PROMOTIONS, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

**ARTICLE III**

**NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this Corporation is:

(a) To provide promotions, public relations and advertising services and consulting for individuals and businesses of all types.

(b) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.

(c) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(d) To engage in any and all lawful business, trades, occupations and professions.

(e) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(f) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having the par value of Ten Cents (\$.10).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE V**

##### **PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall not have preemptive rights.

## **ARTICLE VI**

### **ADDRESS**

The initial address of the principal office of this corporation is to be 100 S.E. Second Street, Suite 4000, Miami, FL 33131. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The number of directors constituting its initial Board of Directors is One (1), whose name and address is: Denise Berlani, 100 S.E. Second Street, Suite 4000, Miami, FL 33131.

## **ARTICLE VIII**

### **INITIAL OFFICER**

The name and address of the corporation's initial officer is : Denise Berlani, 100 S.E. Second Street, Suite 4000, Miami, FL 33131. President

## **ARTICLE IX**

### **INITIAL REGISTERED AGENT AND OFFICE**

The address of this Corporation's initial registered office is 100 S.E. Second Street, Suite 4000, Miami, FL 33131 and the name of this Corporation's initial registered agent is:

Robert E. Dady, Esq.  
100 S.E. Second Street  
Suite 4000  
Miami, Florida 33131

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator is:

Randy Sue Valove  
100 S.E. Second Street  
Suite 4000  
Miami, Florida 33131

**ARTICLE XI**

**BY-LAWS**

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XII**

**INDEMNIFICATION**

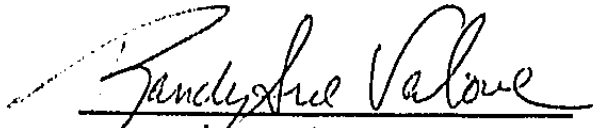
This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

**ARTICLE XIII**

**AMENDMENT**

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

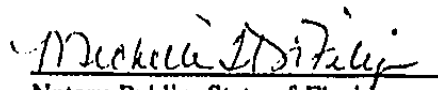
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of May, 1996.

  
Incorporator

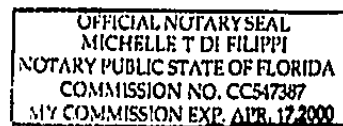
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared RANDY SUE VALOVE who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 14th day of May, 1996.

  
Notary Public, State of Florida  
Print Name: MICHELLE T. DIFILIPPI

My Commission Expires:



### CERTIFICATE OF REGISTERED AGENT

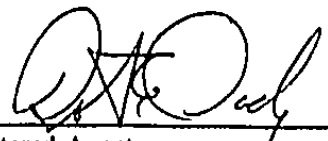
Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That BERLANI LIGHTING PROMOTIONS, INC. desiring to incorporate under the laws of the State of Florida, has named ROBERT E. DADY, ESQ. with an address of 100 S.E. Second Street, Suite 4000, Miami, Florida 33131, as its agent to accept service of process within the State.

### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 14<sup>th</sup> day of May, 1996.

  
\_\_\_\_\_  
Registered Agent

11054951

FILED  
96 MAY 15 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA