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LAW OFFICES

GREGORY A. MARTIN
& ASSOCIATES, P.A.

NEW WORLD TOWER
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June 4, 1996

Secretary of State
Department of Incorporation
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

000001854280
-06/06/96--01112--001
****122.50 ****122.50

RE: Incorporation of Bernc Technologies, Ltd., *INC.*

Dear Sir or Madam:

Please find enclosed an original and two copies, along with a check in the amount of \$122.50 for the incorporation and returned certified copy of the enclosed Articles of Incorporation.

A self-addressed, stamped envelope is enclosed for your convenience. Thank you in advance for your cooperation in this matter.

Sincerely,

Diana C. Leake

Diana C. Leake
Legal Secretary to Gregory A. Martin

96 JUN -6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DCL:dcl
Encls.
cc: John Burne

*Called 6-11-96
Diana gave auth to
add suffix (INC.)
Dmc
6-11-96*

ARTICLES OF INCORPORATION

OF

BERNE TECHNOLOGIES, LTD., INC.

FILED
96 JUN -6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **BERNE TECHNOLOGIES, LTD., INC.**

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The number of shares of stock authorized by the corporation is 1,000,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of June 3, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The street address and mailing address of the initial principal office of the corporation shall be c/o Gregory A. Martin, New World Tower, 100 North Biscayne Boulevard, Suite 601, Miami, Florida 33132.

ARTICLE VI

The initial office of the registered agent of this corporation shall be at New World Tower, 100 North Biscayne Boulevard, Suite 601, Miami, Florida 33132. The initial registered agent at that address shall be Gregory A. Martin.

ARTICLE VII

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VIII

The names and addresses of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**Rene R. Varela
c/o Gregory A. Martin
New World Tower
100 North Biscayne Boulevard
Suite 601
Miami, Florida 33132**

ARTICLE IX

The name and address of the Incorporator is

**Gregory A. Martin
New World Tower
100 North Biscayne Boulevard
Suite 601
Miami, Florida 33132**

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

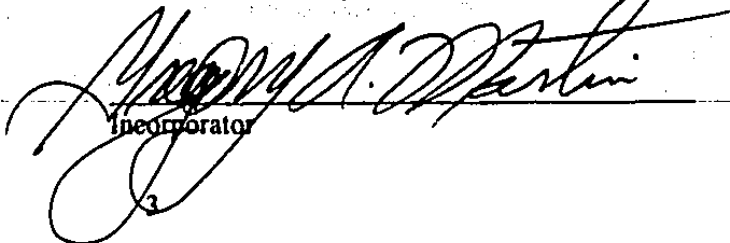
ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4 day of June, 1996.


Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

ss.

BEFORE ME, the undersigned authority, personally appeared Gregory A. Martin, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 14th day of June, 1996.

Diana C. Leake
Notary Public
State of Florida

My Commission Expires:
9/24/96



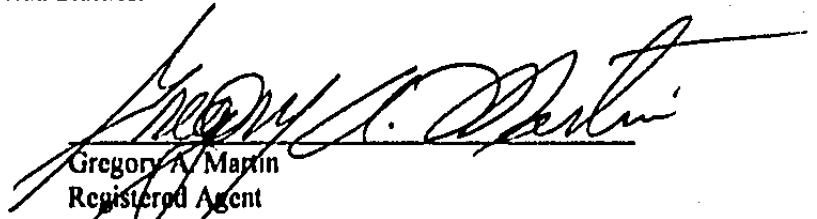
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
96 JUN -6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First, that **Berne Technologies, Ltd.,** ^{/Inc.} desiring to organize under the laws of the State of Florida, has named **Gregory A. Martin**, County of **Dade**, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501 Florida Statutes.



Gregory A. Martin
Registered Agent

DATED this 4 day of June, 1996