

P96000001207

11924 West Forest Hill Blvd.
Wellington, Florida 33414

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

00001865810
-06/18/96--01135--004
***122.50 ***122.50

Re: Bernie's ~~Inc.~~ of Wellington, Fla.

To Whom it May Concern:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with my check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent and charter tax.

I have enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to me in c/o 12773 W. Forest Hill Boulevard, Suite 1201, West Palm Beach, FL 33414.

Thank you.

Sincerely,

Toni Halfhill
Toni Halfhill

SM/lm
Enclosures

Unlisted phone #

W-12964
6-17- KR

FILED
96 JUL 22 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-23-96
KR

11924 West Forest Hill Blvd.
Wellington, Florida 33414

Ms. Kim Rolfe
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Bernie's of Wellington, Inc.

Dear Ms. Rolfe:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, pursuant to our telephone conversation of July 17, 1996

I have enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to me in c/o 12773 W. Forest Hill Boulevard, Suite 1201, West Palm Beach, FL 33414.

Thank you for all your help!

Sincerely,

Toni Halfhill

Toni Halfhill

TH/lm
Enclosures

FILED
96 JUL 22 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1996

TONI HALFHILL
11924 WEST FOREST HILL BLVD.
WELLINGTON, FL 33414
601 - UNLISTED
SUBJECT: BERNIE'S, INC.
Ref. Number: W96000012964

FILED
96 JUL 22 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BERNIE'S, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00030265

ARTICLES OF INCORPORATION
OF
BERNIE'S OF WELLINGTON, INC.

FILED
95 JUL 22 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be

BERNIE'S OF WELLINGTON, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 11924 West Forest Hill Blvd., Wellington, Florida 33414, and the name of the initial Registered Agent for the corporation at that address is Toni Halfhill.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Toni Halfhill

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Toni Halfhill
11924 West Forest Hill Boulevard
Wellington, Florida 33414

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 18th day of July, 1996.

Incorporator:

Toni Halfhill
Toni Halfhill

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 18th day of July, 1996, by Toni Halfhill.

(SEAL)

Kathleen A. Paparella
Notary Public
State of Florida
My Commission Expires:



KATHLEEN A. PAPAPELLA
COMMISSION # CC 468827
EXPIRES MAY 31, 1999
BONDED THROUGH
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED
95 JUL 22 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. Bernie's of Wellington, Inc. a corporation organizing under the laws of the State of Florida, with its principal office located at 11924 West Forest Hill Blvd., Wellington, Florida 33414, has named Toni Halfhill, whose address is 11924 West Forest Hill Blvd., Wellington, Florida 33414, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Toni Halfhill

Toni Halfhill

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Toni Halfhill, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 18th day of July, 1996.

(SEAL)

Kathleen A. Paparella
Notary Public
State of Florida
My Commission Expires:



KATHLEEN A. PAPARELLA
COMMISSION # CC 468627
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.