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STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 00000004
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BERNI'S, INC.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1996

FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI, FL 33166

SUBJECT: BERNI'S, INC.
REF: W96000013703

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BERNI'S INTERNATIONAL, INC.

WE, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the corporation laws of the State of Florida and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the Corporation and its address shall be:

BERNI'S INTERNATIONAL, INC.
780 N.W. 42nd Ave. Suite 521
Miami, FL 33126

ARTICLE II

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The Corporation shall be organized for the following purposes:

A) To import into and export from the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with, at wholesale and retail, merchandise of every kind and nature for

PREPARED BY: YADIRA CLEMENTINA MOREL, P.A.
780 N.W. 42nd Ave., Suite 521
Miami, FL 33126
(305) 448-0012
FL BAR #407356

importation into and exportation from, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets and to do a general foreign and domestic importing and exporting business.

H) To engage in the manufacture, sale, purchase, holding, importing and exporting of merchandise and personal property of all manner and description; to act as principals or agents for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the Corporation, or as factor, agent, procurer or otherwise for and on behalf of another;

C) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property (tangible or intangible) of every class, kind and description;

D) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

E) To purchase the corporate assets of any other corporation and engage in the same or other character of business;

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other

evidences of indebtedness created or issued by any other person, firm, association or corporation, or by any state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote stock;

G) To enter into, make and perform contracts of every kind with any person, firm, association or corporation municipality, political body, country, territory, state, government or colony or dependency or agency thereof;

H) To purchase, hold and reissue any of the shares of its capital stock;

I) In general, to do each and everything necessary, suitable and proper for the accomplish of any of the purpose or the attainment of any of the objects of the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firm, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act of acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof.

J) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE IV

The maximum number of shares of capital stock which this Corporation shall be authorized to have outstanding at any time shall be FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00) all of which shall be of the same class and have the same distinguishing characteristics.

ARTICLE V

The amount of capital with which this Corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

The names and post offices addresses of the first Board of Directors of this Corporation, who shall hold office until their successors are elected are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SONIA BERNI	780 N.W. 42nd Ave. Suite 521 Miami, FL 33126

** This corporation shall have a minimum of one director.

ARTICLE VII

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SONIA BERNI	780 N.W. 42nd Ave. Suite 521 Miami, FL 33126

ARTICLE VIII

The street address of the initial registered office of this corporation is 780 N.W. 42nd Ave. Suite 521, Miami, FL 33126 and the name of the initial registered resident agent of this corporation at the address is SONIA BERNI.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of directors. The affair of the Corporation shall be managed by the Board of Directors in accordance with the By-laws which may be adopted from time to time.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

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

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 19th day of July, 1996.


SONIA BERNI

STATE OF FLORIDA |
 | SS
COUNTY OF DADE |

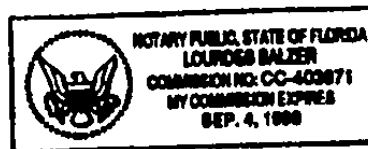
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared SONIA BERNI known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of July, 1996.

Louise Balzer

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 JUL 30 AM 8 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is
BERNI'S INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

SONIA BERNI
780 N.W. 42nd Ave. Suite 521
Miami, FL 33126

Signature: _____

SONIA BERNI

Title: _____

Registered Agent

Date: _____

7/29/96

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: _____

SONIA BERNI

Date: _____

7/29/96