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TRANSMITTAL LETTER

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

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-08/16/96--01094--009
*****78.75 *****78.75

SUBJECT: BERNHARD VENTURES, CORP.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$70.00
Filing Fee | <input checked="" type="checkbox"/> \$78.75
Filing Fee
& Certificate | <input type="checkbox"/> \$122.50
Filing Fee
& Certified Copy | <input type="checkbox"/> \$131.25
Filing Fee,
Certified Copy
& Certificate |
|--|--|---|---|

FROM: FINLEY & ASSOCIATES, P.A.
Chandler R. Finley, Esq.
Name (printed or typed)

1645 Palm Beach Lakes Blvd. # 520
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 478-9900
Daytime Telephone number

FILED
96 AUG 16 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SSB

NOTE: Please provide the original and one copy of the articles.

FINLEY & ASSOCIATES, P.A.
ATTORNEYS AT LAW

Office #520
1645 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33411-2215
TELEPHONE (407) 478-9930
TELEFAX (407) 478-9945

CHANDLER R. FINLEY
ANTONETTO MANCUSI

ADMITTED TO FLORIDA BAR
ADMITTED TO U.S. DIST. CT. DIST. P.A.
AMERICAN IMMIGRATION LAWYERS ASSOCIATION
FEDERAL BAR ASSOCIATION
INTERNATIONAL BAR ASSOCIATION

July 25, 1996

BOCA RATON OFFICE
SUITE 300
1515 N. FEDERAL HWY.
BOCA RATON, FL 33432
TELE 407-367-0575
FAX 407-478-9945

CORRESPONDENT OFFICES:
BRUSSELS
LONDON
PARIS
TORONTO

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

RE: BERNHARD VENTURES, CORP.

Dear Sir/Madam:

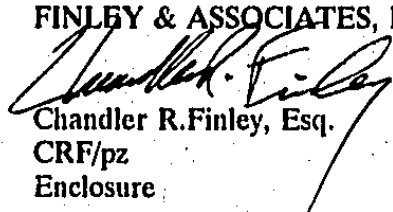
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Upon filing, please return the stamped copy of the Articles of Incorporation to this office.

Our check in the amount of \$78.75 is enclosed for payment of the filing fees.

Your prompt attention to this matter is appreciated.

Sincerely

FINLEY & ASSOCIATES, P.A.


Chandler R. Finley, Esq.
CRF/pz
Enclosure

**ARTICLES OF INCORPORATION
OF
BERNHARD VENTURES, CORP.**

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TALLAHASSEE, FLORIDA

Article I

Name

The name of this corporation is **BERNHARD VENTURES, CORP.**

Article II

Principal Office Address

The principal office of the Corporation is located at: 1617 N. Flagler Drive, Suite 3A, West Palm Beach, Florida 33480.

Article III

Capital Stock

This corporation is authorized to issue 50,000,000 shares of common stock with one dollar (\$1.00) par value.

Article IV

Preferred Stock

This corporation is authorized to issue 6,000,000 shares of preferred stock.

Article V

Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Blvd. Suite 520, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that office is Chandler R. Finley.

Article VII
Incorporator

The names and addresses of the incorporators are:

Name	Address
Manfred Bernhard	1617 N. Flagler Dr. West Palm Beach, FL 33407
John De Leo	831 Upland Road West Palm Beach, FL 33401

Article VIII
Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Manfred Bernhard	1617 N. Flagler Dr. West Palm Beach, FL 33407
John De Leo	831 Upland Road West Palm Beach, FL 33401

Article IX
Indemnification

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 incorporator have executed these Articles of Incorporation this 7 day of August 1996.


Manfred Bernhard


John DeLeo

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under 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: **BERNHARD VENTURES, CORP.**
2. The name and address of the registered agent and office is:

Chandler R. Finley

**1645 Palm Beach Lakes Blvd.
Suite 520,
West Palm Beach, FL 33401**

The undersigned Registered Agent, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Chandler R. Finley, Registered Agent