

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 DEC 11 PM 12:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC 11 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>12/11</u>			
TIME _____			CK No. _____
BY _____			

WALK-IN
 Will Pick Up 10:00 *[Signature]*

RE: Berkley Development Corporation

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> CUS-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

BERKLEY DEVELOPMENT CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Berkley Development Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2500 Del Prado Blvd, Cape Coral, FL 33904.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock," with a par value of One Dollar (\$1.00) per share..

The Stock of the corporation shall be restricted as to transfer as follows,:

The existing shareholders shall have first option and the corporation shall have second option to purchase shares of the corporation. No shareholder, or guardian, agent, executor or personal representative of a shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering them for sale or transfer to the remaining shareholders at the Average Net Asset Value (ANAV), it being the intention to give them a preference in the purchase or transfer of such shares. Any attempted sale, assignment, pledge, encumbrance, transfer or other disposition in violation of this provision is null and void. Each remaining shareholder shall have a right to purchase only a proportionate share of the offered shares as his or her shares are to the total of remaining outstanding shares. A shareholder desiring to sell his or her stock shall file notice in writing of his or her Offer to Sell with the secretary of the corporation. The Offer to Sell shall state the number of shares offered and a delivery and payment date for said shares

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The Average Net Asset Value shall be based on books and records prepared by a licensed accountant and determined as follows:

(B) If the offer to sell is proffered at any other time, the Average Net Asset Value shall be determined by calculating the Net Book Value of the outstanding and issued Capital Stock as reflected on the books and records of the corporation for each of six months immediately preceding the date of notice of offer to sell. The Average Net Asset Value shall be the average of said six monthly Net Book Values.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Robert D. Gerrero at 2500 Del Prado Blvd., Cape Coral, FL 33904..

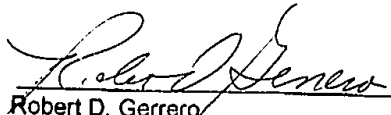
ARTICLE VI PERIOD OF EXISTENCE

The period of its existence is perpetual.

ARTICLE VII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has(have) executed these Articles of Incorporation this ____ day of December, 1996.

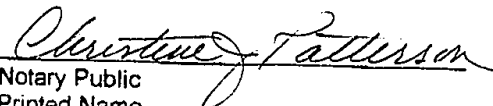

Robert D. Gerrero
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Robert D. Gerrero, who is personally known to me or who has produced _____ as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 2 day of December, 1996.

My commission expires:


Notary Public
Printed Name



CHRISTINE J. PATTERSON
My Commission CC419302
Expires Nov. 07, 1999
Bonded by HAI
800-422-1555

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