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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

RE: Berkley Development Corporation

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL DEC 11 1996

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

WALK-IN
Will Pick Up 10:00 JK

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<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 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File 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, 10% 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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to be not less than one year from the date of sale, unless otherwise agreed to by the parties to the sale. Unless the offer of sale is accepted by any or all of the other stockholders within fifteen (15) days thereafter, they shall be deemed to have waived their privilege of purchasing. Next, the corporation shall have an additional fifteen (15) days to exercise the corporation's option to buy any shares of offered stock not purchased by the other stockholders. If such option is not exercised within this time, any sale or other transfer to third persons shall be valid. This provision shall be binding on the executor, administrator, or personal representative of each shareholder.

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

(A) If the offer to sell is proffered within the first three months of any fiscal year, the Average Net Asset Value shall be the Net Book Value of the outstanding and issued Capital Stock as reflected on the books and records of the corporation for the immediately preceding fiscal year.

(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.

And which restriction shall be imprinted upon the stock certificates issued by the corporation, as follows: **"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".**

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert D. Gerrero and his address is 2500 Del Prado Blvd, Cape Coral, FL 33904, and the designated agent by his signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 607.034, Florida Statutes.

ARTICLE V INCORPORATOR

The number of the directors constituting the Initial Board of Directors of the corporation is one, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

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.

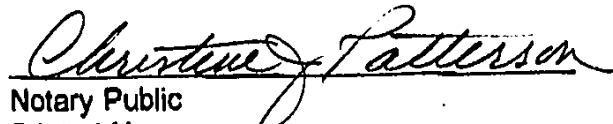

Robert D. Gerrero
Incorporator and
Registered Agent

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, 1998
Bonded by HAI
800-422-1585

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