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FILED  
WALTER B. LEBOWITZ 97 APR -2 PM 3: 13  
12555 Biscayne Blvd, Suite 924  
MIAMI, FLORIDA 33181 SECRETARY OF STATE  
Phone (305) 893-0000 TALLAHASSEE, FLORIDA  
Fax: (305) 893-0007

March 31, 1997

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

200002131352--1  
-04/02/97--01065--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: BERKELEY IMPORTS, Inc.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

The incorporator and director of the new corporations is the same person who is the director of Berkeley Investments, Inc., and obviously has no objection to the use of the above name.

If you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

  
Walter B. Lebowitz

28  
4/2/97

ARTICLES OF INCORPORATION OF  
BERKELEY IMPORTS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: BERKELEY IMPORTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business. Especially those involving IMPORTING And EXPORTING.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.01) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 4000 Towerside Terrace, #306, Miami, Fl 33138, and the name of the initial registered agent of this corporation at that address is ROBERT B. STERN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME

ADDRESS

ROBERT B. STERN, 4000 Towerside Terrace, #306, Miami, Fl 33138  
President and Director

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles  
is:

NAME

ADDRESS

ROBERT B. STERN, 4000 Towerside Terrace, #306, Miami, Fl 33138

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any  
provision contained in these Articles of Incorporation, or any  
amendment hereto, and any right conferred upon the shareholders  
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation this 1st day of April, 1997.

Robert B. Stern  
Subscriber, ROBERT B. STERN

\_\_\_\_\_  
Subscriber

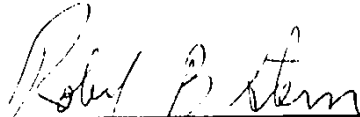
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

ROBERT B. STERN, having a business office at 4000 Towerside Terrace  
#306, Miami, Fl 33181, and, having been designated as the  
Registered Agent in the above and foregoing Articles, is familiar  
with and accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
ROBERT B. STERN