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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: BERNAR ENTERPRISES, INC.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BERNAR ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Bernar Enterprises, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five thousand (5,000) Shares of common stock having a nominal or per value of one \$1.00 DOLLAR per share.

ARTICLE IV

The amount of capital with which this corporation will begin business is more than FIVE HUNDRED (\$500.00) DOLLARS.

Prepared by: Vazquez Accounting Service
Address : 11259 S.W. 88th Street No. H-204
Miami, Florida 33176
Tel : 274-1209

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ARTICLE V

The date of corporate existence shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The initial registered office of this Corporation shall be 10830 S.W. 113 Place Suite B, Miami, Florida 33176. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VIII

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but there shall always be a least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX

The name and address of the initial director(s) of the corporation is:

Bernardo Salcedo, 9920 S.W. 88th Street J-402, Miami, Florida 33176.

ARTICLE X

The name and address of the subscriber to these Articles of Incorporation is

Bernardo Salcedo, 9920 S.W. 88th Street J-402, Miami, Florida 33176.

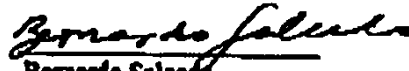
ARTICLE XI

The Registered Office and Registered Agent of the corporation shall be Bernardo Salcedo, 9920 S.W. 88th Street J-402, Miami, Florida 33176.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has hereunto set her hand and seal and has acknowledged and filed in the Office of the Secretary of State of the State of Florida as subscriber of Bernar Enterprises, Inc., the foregoing Articles of Incorporation, this 29 day of April, 1997.


Bernardo Salcedo
President

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ACCEPTANCE OF DESIGNATION OF REGISTER AGENT

Having been named Register Agent to accept service of process for Bernar Enterprises, Inc., at the place designated and the Articles of Incorporation herein above set forth, I hereby agree to act in this capacity and further agreed to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Register Agent this 29 day of April 1997.

Bernardo Salcedo
Bernardo Salcedo, Register Agent
9920 S.W. 88th Street, J-402
MIAMI, Florida 33176
(305) 598-4446

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