

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Bernard Haldane
Acquisition Corp.

200002338412-4

-11/05/97-01005-013

*****70.00 *****70.00

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by JS

Name _____

Walk-In _____

11/5

Date

Will Pick Up _____

8:40

Time

NOV 5 1997

RECEIVED

RP
11-5-97

ARTICLES OF INCORPORATION

OF

BERNARD HALDANE ACQUISITION CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

BERNARD HALDANE ACQUISITION CORP.

The address of the principal office of this corporation shall be:

192 Lexington Avenue, 15th Floor
New York, New York, 10016

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock, \$.01 par value per share.

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ARTICLE IV
INITIAL BOARD OF DIRECTORS

The corporation shall have two director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial directors of this corporation are:

JEFFREY KLEIN
JEROLD WEINGER

ARTICLE V
REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein
23123 STATE ROAD SEVEN
Suite 350-B
BOCA RATON, FLORIDA 33428

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JEFFREY G. KLEIN, ESQUIRE
SUITE 350-B
23123 STATE ROAD SEVEN
BOCA RATON, FLORIDA 33428

ARTICLE IX

ELECTIONS

The Corporation expressly elects not to be governed by the provisions of Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

ARTICLE X

PRE-EMPTIVE RIGHTS

No holder of shares of the Corporation of any class shall be entitled as such, as a matter of right, to any pre-emptive or preferential right or entitlement to subscribe for, purchase, or receive any shares of the Corporation of any class, or any securities convertible into, exchangeable for, or carrying a right or option to purchase its shares of any class, whether now or hereafter authorized and whether issued, sold, or offered or sold by the Corporation for cash or other consideration or by way of dividend, split of shares or otherwise.

IN WITNESS WHEREOF, I have made and subscribed these
Articles of Incorporation this 29th day of October, 1997



JEFFREY G. KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing CERTIFICATE, is familiar with and accepts the obligation of the position of Registered agent under Section 607.0505, Florida Statutes.



JEFFREY G. KLEIN, REGISTERED AGENT

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