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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: B & P PROPERTIES, INC.

AUDIT NUMBER.....H97000021184

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 24, 1997

EMPIRE

SUBJECT: B & P PROPERTIES, INC.
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ARTICLES OF INCORPORATION

OF

BERKES & PRATT PROPERTIES, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is BERKES & PRATT PROPERTIES, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(561) 966-6211
Fla. Bar No. 133803

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ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of BERKES & PRATT PROPERTIES, INC. is 2212 N. Dixie Highway, Lake Worth, FL 33460.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the Initial Registered Agent of this corporation is KIRK GRANTHAM, 1860 Forest Hill Blvd., Suite 105, West Palm Beach, FL 33406.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Kirk Grantham

1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Kirk Grantham

1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 29th day of December, 1997.


KIRK GRANTHAM

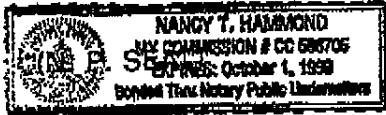
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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of December, 1997 by KIRK GRANTHAM who is personally known to me or who produced _____ as identification.



Nancy T. Hammond
Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

BERKES & PRATT PROPERTIES, INC. hereby appoints KIRK GRANTHAM to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.



KIRK GRANTHAM

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