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NAME: BERNIE INVESTMENT, INC.

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ARTICLES OF INCORPORATION

of
BERNIE INVESTMENT, INC
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BERNIE INVESTMENT, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE see attached
ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of FIVE
Dollar(s) (\$ 5.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	BERNARDO MARIBONA		
ADDRESS	7925 W 25 AVE BAY-1		
CITY	HIALEAH	FLORIDA	ZIP 33016

The principal office, if known, or the mailing address of the corporation is:

NAME	BERNARDO MARIBONA		
ADDRESS	7925 W 25 AVE BAY-1		
CITY	HIALEAH	FLORIDA	ZIP 33016

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	BERNARDO MARIBONA		
ADDRESS	7925 W 25 AVE BAY-1		
CITY	HIALEAH	STATE FLORIDA	ZIP 33016
NAME			
ADDRESS			
CITY		STATE	ZIP
PREPARED BY: SOSA ACCOUNTING TAX SERVICE, INC			
570 E 49 ST HIALEAH, FL 33013			
305-688-1716			

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ARTICLE III - PURPOSE

MERRILL LYNCH CONDUIT PROGRAM
SPECIAL PURPOSE ENTITY PROVISIONS

It is a requirement that the borrower be a bankruptcy remote, special purpose entity. A bankruptcy remote, special purpose entity is an entity which is unlikely to become insolvent as a result of its own activities and which is adequately insulated from the consequences of any other party's insolvency. Set forth below is language to be included in the organizational documents of corporations, limited partnerships, and limited liability companies to evidence such entities' existence as bankruptcy remote, special purpose entities.

I. CORPORATION

If the Borrower is a corporation, its certificate of incorporation will have to have the following provisions to be considered a special purpose entity:

A. Purpose

The corporations purpose should be limited to owning and operating the mortgaged property.

"Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

1. To acquire from ROSENE LOCH, certain parcels of real property, together with all improvements located thereon, in the City of MIAMI State of FLORIDA

2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Properties.

3. To exercise all powers enumerated in the [General Corporation Law] of FLORIDA necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

B. Certain Prohibited Activities

The corporation shall be prohibited, except in certain circumstances from engaging in certain activities, including various types of insolvency proceedings, dissolution, liquidation, consolidation,

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merger, sale of all or substantially all of the corporation's assets, transfer of ownership assets, incurrence of additional debt and amendment of the corporation's articles of incorporation.

"Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Properties. For so long as any mortgage lien exists on any of the Properties, the corporation shall not incur, assume, or guaranty any other indebtedness. The corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article _____ and in Article [section setting forth Separateness Covenants], and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage lien exists on any of the Properties, the corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on any of the Properties, no material amendment to this certificate of incorporation or to the corporation's By-Laws may be made without first obtaining approval of the mortgagees holding first mortgages on each of the Properties."

C. Indemnification

Indemnification of a corporation's directors and officers should be fully subordinated to obligations respecting the Properties.

"Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Properties and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations."

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D. Separateness Covenants

In order to demonstrate that it is a bankruptcy remote entity not at risk of having its assets substantively consolidated with those of another entity, the corporation must observe certain covenants designed to make evident the special purpose entity's separateness from its affiliates.

"Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on any of the Properties, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

4. It shall not commingle assets with those of its parent and any affiliate.

5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from its parent and any affiliate.

7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

8. It shall maintain an arm's length relationship with its parent and any affiliate.

9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

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10. It shall use stationery, invoices and checks separate from its parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

12. It shall hold itself out as an entity separate from its parent and any affiliate."

For purpose of this Article ____, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	BERNARDO MARIBONA		
ADDRESS	7925 W 25 AVE BAY-1		
CITY	HIALEAH	STATE	FLORIDA ZIP 33016
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5th day of JUNE, 19 98.

*  (Seal)
 _____ (Seal)
 _____ (Seal)

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

BERNIE INVESTMENT, INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 7925 W 25 AVE BAY-1

HTALEAH, FL 33016

has named BERNARDO MARIBONA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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TALLAHASSEE FLORIDA

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