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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**BERNIE MC. INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF

BERNIE MC. INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: BERNIE MC. INC.

The principal place of business of this corporation shall be: 1155 W. 77th Street, Suite 248D Hialeah, Florida 33014

ARTICLE II NATURE OF BUSINESS

This corporation may engage in 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Bernard F. Mc Loughlin 1155 W. 77th Street, Suite 248D  
Hialeah, Florida 33014

Prepared by: Michael I. Santucci, Esq.

F.B.N.: 0105160  
5201 N.W. 74th Avenue  
Miami, Florida 33166  
1-800-714-6191

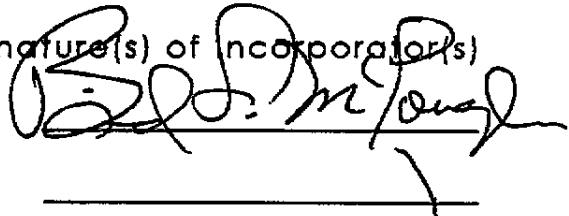
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Bernard F. Mc Loughlin 1155 W. 77th Street, Suite 248D  
Hialeah, Florida 33014

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have)  
executed these Articles of Incorporation this 07th  
day of December, 1998

Signature(s) of incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BERNIE MC. INC.

2. The name and address of the registered agent and office is:

Bernard F. Mc Loughlin 1155 W. 77th Street, Suite 248D  
(P.O. BOX NOT ACCEPTABLE)

Hialeah, Florida 33014

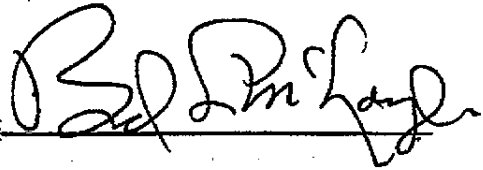
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE



TITLE

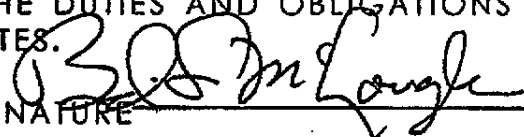
DIRECTOR

DATE

12/07/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

12/07/98