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ADMITTED IN FLORIDA

AND NEW YORK

December 7, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002707065--0
-12/09/98--01046--013
****122.50 *****78.75

Re: Berg Solutions, Inc.

Dear Sirs:

I enclose the Articles of Incorporation and Certificate Designating Registered Agent for the above referenced corporation, and a check in the amount of \$122.50.

Please file and send me a certified copy of the Articles.

Very truly yours,

James C. Hinckley

James C. Hinckley

JCH/wpf
Encl.

FILED
98 DEC 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/11/98
[Signature]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BERG SOLUTIONS, INC.**

The undersigned incorporator, 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 the corporation shall be: BERG SOLUTIONS, INC.

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 par value that this corporation is entitled to have outstanding at any time is:

One Thousand shares, par value \$1.00

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INCORPORATOR

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

William G. Berg
2165 Blackjack Oak Drive
Ocoee, FL 34761

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and mailing address of this corporation shall be 2165 Blackjack Oak Drive, Ocoee, Florida 34761 and the initial registered agent of this Corporation

at such office shall be William G. Berg, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for the service of process.

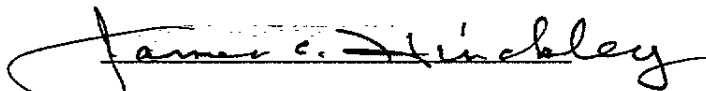
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 6th day of December, 1998.


William G. Berg

STATE OF FLORIDA

COUNTY OF ORANGE

Acknowledged and subscribed before me this 6th day of December, 1998 by William G. Berg.



Notary Public
My Commission Expires:



JAMES C HINCKLEY
My Commission CC547583
Expires May. 15, 2000

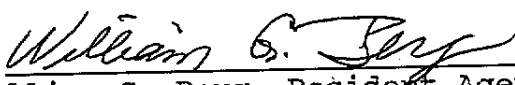
Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Berg Solutions, Inc. at 2165 Blackjack Oak Drive, Ocoee, FL 34761, the place designated in the Article of Incorporation, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: December 6th, 1998


William G. Berg, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA