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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

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

Berkowitz Margarets Inc

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ARTICLES OF INCORPORATION

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OF

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BERKOWITZ MERGERSUB INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: **BERKOWITZ MERGERSUB INC.**

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 225 W. Washington, Suite 1600, Chicago, IL 60606

THIRD: The number of shares the corporation is authorized to issue is: 1,000

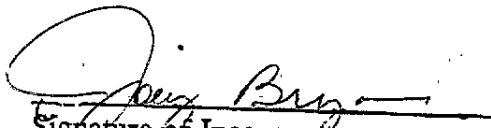
FOURTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent as such address is CT Corporation System.

FIFTH: The name and address of the person whom is to serve as the initial director is:

Robert C. Basten 225 W. Washington
Suite 1600
Chicago, IL 60606

SIXTH: The name and address of each incorporator is:

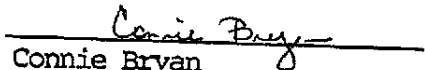
Joey Bryan 660 East Jefferson Street
Tallahassee, FL 32301


Signature of Incorporator
Joey Bryan

Date: March 17, 1999

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

By: 
Connie Bryan
935600 **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

Date: 3/18/99