

LETTER OF TRANSFER

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FILED

May 10 1999 12:00 am

Secretary of State

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

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-05/10/99-01116-013
****122.50 ****78.75

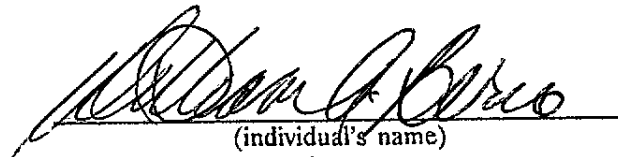
Re: BERNO HEALTH CENTER, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)
WILLIAM A. BERNO

BERNO HEALTH CENTER, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
1504 BEACH TRAIL		
INDIAN ROCKS BEACH, FL. 33785		
PHONE		
(727)	709-1886	Ext.
Area Code	Number	

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

BERNO HEALTH CENTER, 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:

BERNO HEALTH CENTER, INC.

ARTICLE II - DURATION

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

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 FIVE HUNDRED shares (500) of ONE
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

NAME	BERNO HEALTH CENTER, INC.		
ADDRESS	1504 BEACH TRAIL		
CITY	INDIAN ROCKS BEACH	FLORIDA	ZIP 33785

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	WILLIAM A. BERNO		
ADDRESS	1504 BEACH TRAIL		
CITY	INDIAN ROCKS BEACH	FLORIDA	ZIP 33785

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	WILLIAM A. BERNO		
ADDRESS	1504 BEACH TRAIL		
CITY	INDIAN ROCKS BEACH,	STATE FLORIDA	ZIP 33785
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			

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ARTICLE VII - INCORPORATORS

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

NAME	WILLIAM A. BERNO		
ADDRESS	1504 BEACH TRAIL		
CITY	INDIAN ROCKS BEACH,	STATE	FLORIDA ZIP 33785
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of MARCH, 19 99.

 (Seal)
WILLIAM A. BERNO

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

WILLIAM A. BERNO

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15 day of MARCH, 19 99.

(Notary Seal)


(Notary Public, State of Florida at Large)

My Commission expires:



CLARA MCKNIGHT
My Commission CC482453
Expires Aug 21, 1999

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

BERNO HEALTH CENTER, 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 1504 BEACH TRAIL


INDIAN ROCKS BEACH, FL. 33785

has named WILLIAM A. BERNO

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)

WILLIAM A. BERNO

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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