

P99000052673

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Berns & Allen, Inc

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-06/10/99-01025-027

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

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

1999 JUN 10 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

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R. Purinton JUN 10 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BERNS AND ALLEN, INC.**

ARTICLE I
Name and Address

The name of this corporation is BERNS AND ALLEN, INC., whose place of business is located at 1886 Seton Drive, Clearwater, FL, Pinellas County, Florida 33763.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Capital Stock

This corporation is authorized to issue 1,000 shares at One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The name of the initial Registered Agent of this corporation is ROBERT C. DICKINSON

III, and the address of the initial Registered Office of this corporation is 31640 U.S. 19 No., Suite 4, Palm Harbor, Florida 34684.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director(s) and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Bernadette Mary Lambert	1886 Seton Drive Clearwater, FL 33763	President/Director
Joseph Allen Lambert	1886 Seton Drive Clearwater, FL 33763	Vice President/Director
Bridget Erin Lambert	1886 Seton Drive Clearwater, FL 33763	Secretary/Treasurer

ARTICLE VIII
Incorporator

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Bernadette Mary Lambert	1886 Seton Drive Clearwater, FL 33763

ARTICLE IX
By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares

represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

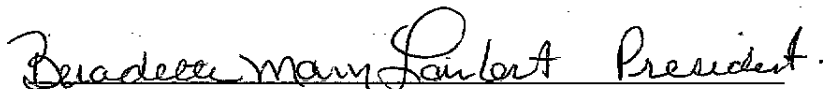
This corporation reserves the right, by a majority vote of shareholders, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2 day of ~~April~~ ^{June}, 1999.


Bernadette Mary Lambert, President
Berns and Allen, Inc., Incorporator

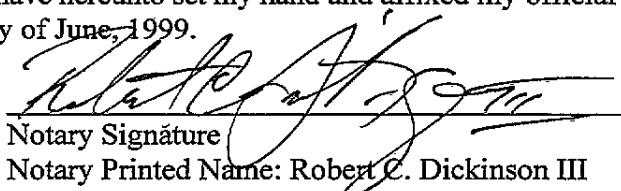
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Bernadette Mary Lambert, who represented herself to be the President of Berns and Allen, Inc., to be the person who executed the foregoing Articles of Incorporation who is personally known to me ~~or who has produced~~ N/A per R. K. G. as identification and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2 day of June, 1999.




Robert C. Dickinson III
My Commission CC708248
Expires February 25, 2002


Notary Signature

Notary Printed Name: Robert C. Dickinson III

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
ACKNOWLEDGMENT:

Having been named to accept services for process for Berns and Allen, Inc. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


ROBERT C. DICKINSON III

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