

FERENCIK LIBANOFF BRANDT AND BUSTAMANTE

PROFESSIONAL ASSOCIATION

ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
NESTOR BUSTAMANTE, III
ALEXANDER J. WILLIAMS, JR.
JORDANA L. GOLDSTEIN
SANDRA D. KENNEDY
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ATTORNEYS AT LAW

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P99000055836

June 15, 1999

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

700002908837--7
-06/18/99--01066--002
*****70.00 *****70.00

RE: Articles of Incorporation for Bert & Billy, Inc.

Dear Sir or Madam:

Enclosed herewith are an original and one copy of Articles of Incorporation of subject proposed corporation. Please return a stamped copy of the articles to the undersigned. Our check made payable to you in the sum of \$70.00 is also enclosed.

Very truly yours,

Alexander J. Williams, Jr.
Alexander J. Williams, Jr.

AJW
Enc.

FILED
99 JUN 18 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

***Bert & Billy, Inc.
1643 NW 11th Avenue
Lauderdale Manors, FL 33311***

ARTICLE I

CORPORATE NAME

The name and mailing address of this Corporation shall be:

***Bert & Billy, Inc.
1643 NW 11th Avenue
Lauderdale Manors, FL 33311***

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 10,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

***JEFFERY MACK
1643 NW 11th Avenue
Lauderdale Manors, FL 33311***

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

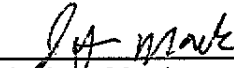
and the registered post office address is:

**1643 NW 11th Avenue
Lauderdale Manors, FL 33311**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to accept service of process within the State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION


Jeffery Mack

ARTICLE V

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

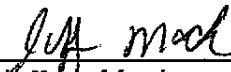
Jeffery Mack
**1643 NW 11th Avenue
Lauderdale Manors, FL 33311**

ARTICLE VI

COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true.


Jeffery Mack