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SUITE 207
11410 NORTH KENDALL DRIVE
MIAMI, FLORIDA 33176

FILED
99 JUN 28 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 18, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32304

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****122.50 *****78.75

EFFECTIVE DATE
6-21-99

Re: Bernstein Investment Group, Inc.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation in connection with the above captioned corporation, together with a check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Certified Copy	\$52.50
Resident Agent Fee	\$35.00

Please return one certified copy of the Articles together with the Corporate Charter.

Your usual prompt attention to the foregoing is appreciated.

Very truly yours,



PRESIDENT

Enclosures
G:\PA\CORP\M&MCORP.WPD

D. BROWN JUL - 1 1999

EFFECTIVE DATE
6-31-99

ARTICLES OF INCORPORATION
OF
BERNSTEIN INVESTMENT GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of the corporation is:
BERNSTEIN INVESTMENT GROUP, INC.

ARTICLE II.
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV.
INITIAL CAPITAL

The amount of capital with which is corporation will begin business is more than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.
BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI.
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII.
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 11410 North Kendall Drive, Suite 207, Miami, FL 33176 . The Board of Directors may from time to time move the principal office to any other address.

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ARTICLE VIII.
DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by laws.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX.
INITIAL DIRECTOR

The name and post office address of the initial director of the corporation is: Harold Bernstein, 11410 North Kendall Drive, Suite 207, Miami, FL 33176.

ARTICLE X.
INITIAL SUBSCRIBER

The name and post office address of the initial subscriber to

these Articles of Incorporation is: Harold Bernstein, 11410 North Kendall Drive, Suite 207, Miami, FL 33176.

ARTICLE XI.
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office and Registered Agent of the corporation shall be: Harold Bernstein, 11410 North Kendall Drive, Suite 207, Miami, FL 33176.

ARTICLE XII.
AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed in the Office of the Secretary of State of the State of Florida as subscribed of BERNSTEIN INVESTMENT GROUP, INC. the foregoing Articles of Incorporation, this 21 day of June, 1999.


Harold Bernstein (SEAL)

ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation this 21 day of June, 1999.


Harold Bernstein

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