

P99000104451

TRANSMITTAL LETTER

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

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-11/29/99--01134--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: BERNARDO ENTERPRISE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: LUIZ CARLOS BERNARDO  
Name (Printed or typed)

8250 NW 24 STREET  
Address

CORAL SPRINGS, FL 33065  
City, State & Zip

(954) 415-3044  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

SECRETARY OF STATE  
TALLAHASSEE, FL 32304

99 NOV 29 AM 11:15

FILED

6-2-01  
WC

**ARTICLES OF INCORPORATION  
OF  
BERNARDO ENTERPRISE, INC.**

99 NOV 29 AM 11:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under CHAPTER 607 of the laws of State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be **BERNARDO ENTERPRISE, INC.**, and the principal office if this corporation shall be at **8250 NW 24 Street, in the city of Coral Springs, Broward County, state of Florida, with the postal zip code of 33065,** and the mailing address shall be the same.

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other State, county, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having one (\$ 1.00) dollar par value per share.

**ARTICLE IV  
ADDRESS**

The street address of the initial registered officer of this corporation shall be **8250 NW 24 Street, in the city of Coral Springs, Broward County, in the State of Florida, with a postal zip code of 33065,** and the name of the registered agent of this corporation at that address is **Luiz Carlos Bernardo.**

**ARTICLE V**  
**TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**DIRECTORS**

All corporate power shall be exercised by or under the authority of **Bernardo Enterprise, Inc.**, and the business and affairs of the corporation managed under the direction of its Board of Direction, subjected to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of directors may be either increased or decreased in the manner provided by law, but shall never be less than one (1). The names (s) and street address (es) of the initial member (s) of the Board of Director (s) are:

**Luiz Carlos Bernardo**  
**8250 NW 24 Street**  
**Coral Springs, FL 33065**

**ARTICLE VII**  
**OFFICERS**

The name (s) and address (es) of the initial officer (s) of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed are:

**Luiz Carlos Bernardo**  
**President**  
**8250 NW 24 Street**  
**Coral Springs, FL 33065**

**Diogo Moreira Felix**  
**(Vice-President)**  
**1048 East Lakes Drive**  
**Pompano Beach, FL 33064**

**ARTICLE VIII**  
**INCORPORATOR**

The name and the street address of the incorporator to these Articles of Incorporation is:

**Luiz Carlos Bernardo**  
**8250 NW 24 Street**  
**Coral Springs, FL 33065**

**ARTICLE IX**  
**BY LAWS AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or directors, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**ARTICLE XI**  
**INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary or the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided by the Florida Statutes.

**ARTICLE XIII**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of share he holds at the time of issue bears to the total number of shares outstanding

exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XIV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its Director, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are director or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

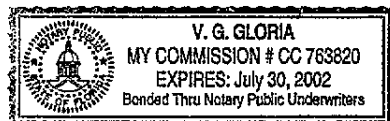
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

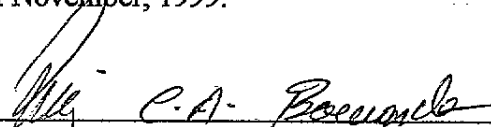
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XV**  
**INFORMAL ACTION OF SHAREHOLDERS**

Any action of shareholders may be taken without a meeting of consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

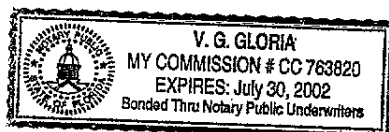
In witness whereof, the undersigned agent **Bernardo Enterprise, Inc.**, has hereunto set his hand and seal this 15th day of November, 1999.

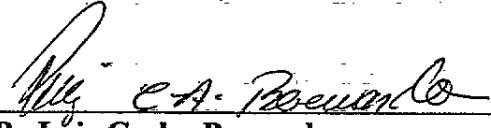


  
By **Luiz Carlos Bernardo**  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

**Luiz Carlos Bernardo**, an individual, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



  
By **Luiz Carlos Bernardo**  
Its Agent, President