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FLORIDA PROFIT CORPORATION OR P.A.

BERKSHIRE ACQUISITIONS III, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
BERKSHIRE ACQUISITIONS III, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: BERKSHIRE ACQUISITIONS III, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 235 Lincoln Road, Suite 204, Miami Beach, FL 33139.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, Esq., Florida Bar No. 0157023
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Ste. 1900
Ft. Lauderdale, FL 33301 (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be forty million (40,000,000) shares of common stock, par value \$.01 per share and one million (1,000,000) shares of preferred stock, par value \$.01 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: R. S. Schmitt, 235 Lincoln Road, Suite 204, Miami Beach, FL 33139.

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**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

R. S. Schmitt
235 Lincoln Road, Suite 204
Miami Beach, FL 33139

The individual named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is R. S. Schmitt, 235 Lincoln Road, Suite 204, Miami Beach, FL 33139.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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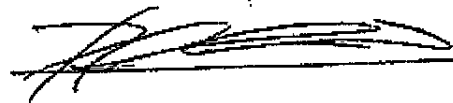
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**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 15th day of December, 1999.

R. S. Schmitt, Incorporator



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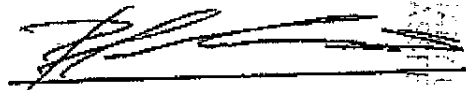
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BERKSHIRE ACQUISITIONS III, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 235 Lincoln Road, Suite 204, Miami Beach, FL 33139, has named R. S. Schmitt, whose address is 235 Lincoln Road, Suite 204, Miami Beach, FL 33139 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

R. S. Schmitt



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