

No000000/328

ADAMS & ADAMS, P.A.

2701 PONCE DE LEON BLVD.
SUITE 302
CORAL GABLES, FLORIDA 33134

JOHN C. ADAMS
LL.M. IN TAXATION
SUSAN STRICKROOT ADAMS
LL.M. IN TAXATION

TELEPHONE: (305) 448-9022
FAX: (305) 448-7893
WEBSITE: www.adams-adams.com

December 14, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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*****87.50 *****87.50

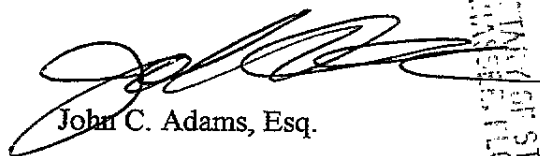
Re: Business Referral Group, Inc.

Dear Sir or Madam:

I am enclosing original Articles of Incorporation for Business Referral Group, Inc. together with a check for \$87.50 to cover the filing fee and certification cost. If further information is required you may contact me at (305) 448-9022.

Thank you for your attention to this matter.

Very truly yours,



John C. Adams, Esq.

FILED
00 FEB 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCA/erc
Enclosures

*789,2547, 3550
W99-29413*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 1999

JOHN C. ADAMS, ESQ.
2701 PONCE DE LEON BLVD
SUITE 302
CORAL GABLES, FL 33134

SUBJECT: BUSINESS REFERRAL GROUP, INC.
Ref. Number: W99000029412

We have received your document for BUSINESS REFERRAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 999A00060233

AFFIDAVIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


STATE OF FLORIDA)SS
COUNTY OF MIAMI-DADE)


BEFORE ME, the undersigned authority, authorized to take and administer oaths in the State of Florida, there appeared, **JOHN C. ADAMS**, personally known to me or who produced _____ as identification and who, after first being duly sworn, deposes and states as follows:


1. He is the President of Business Referral Group, Inc. which corporation was dissolved on December 14, 1999.
2. Affiant averred that the incorporators do not ever intend to revoke the Articles of Dissolution previously filed with the Secretary of state.

FURTHER AFFLIANT SAYETH NAUGHT

Witnesses

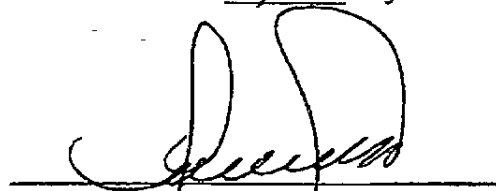






JOHN C. ADAMS
President and Incorporators Business
Referral Group, Inc.

SWORN AND SUBSCRIBED TO BEFORE ME on this 29th day of February, 2000.



Notary Public
My Commission Expires:



ARTICLES OF INCORPORATION

ARTICLE I – EXECUTION

The undersigned, being all of the original incorporators, hereby execute and acknowledge these Amended Articles of Incorporation, in order to organize and incorporate a business not for Profit, under the Corporate name and at the initial business address:

BUSINESS REFERRAL GROUP, INC.
2701 Ponce De Leon, Suite 302
Coral Gables, FL 33134

ARTICLE II – PURPOSES AND OBJECTS

The Corporation is formed, pursuant to the Florida General Incorporation Act and to operate exclusively in any manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under corresponding tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations. Specifically, the corporation will seek to enhance the professionalism of its members and to foster the exchange of business referrals among the members.

ARTICLE III – DURATION AND NAME

The duration of this Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation, provided that all of the requirements of the law are met. The name of the Corporation shall be Business Referral Group, Inc.

ARTICLE IV – REGISTERED OFFICE - AGENT

The name of the Registered Agent is John C. Adams, Esq. and the street address of the Registered Office is 2701 Ponce De Leon, Suite 302, Coral Gables, Florida 33134.

ARTICLE V – NUMBERS OF DIRECTORS

The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws. Directors shall be elected annually by membership.

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TALLAHASSEE, FLORIDA

9350 South Dixie Highway
Miami, Florida 33156
Dominic Lamberti
2330 S.W. 27th Terrace
Miami, Florida 33133

Treasurer

Victor De Carlo
8255 S.W. 86th Terrace
Miami, Florida 33143

Referral Master

Derek Cohen
701 Brickell Ave., #1500
Miami, Florida 33131

Inspector

ARTICLE VIII – BROADEST POWERS; INCORPORATION BY REFERENCE

The Corporation shall have the broadest powers to do any and all things necessary, suitable, covenant, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all powers now or hereafter conferred, by the law of this State, upon Corporations incorporated hereunder.

ARTICLE IX – INDEMNIFICATION

The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

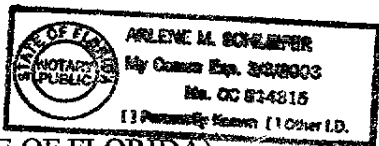
ARTICLE X – GENERAL

A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares.

B. Cumulative voting shall not be permitted.

STATE OF FLORIDA)
COUNTY OF DADE)

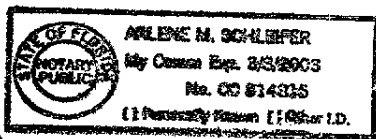
The foregoing instrument was acknowledged before me on this 10th day of Nov., 1999 by JOHN C. ADAMS, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schliefer
Notary Public
My Commission expires:

STATE OF FLORIDA)
COUNTY OF DADE)

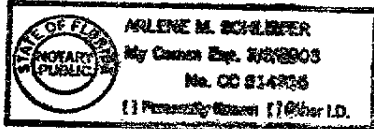
The foregoing instrument was acknowledged before me on this 10th day of Nov., 1999 by JEFF BENJAMIN, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schliefer
Notary Public
My Commission expires:

STATE OF FLORIDA)
COUNTY OF DADE)

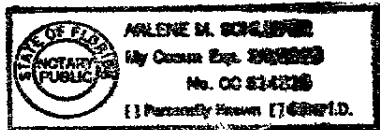
The foregoing instrument was acknowledged before me on this 10th day of Nov., 1999 by DOMINIC LAMBERTI, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schliefer
Notary Public
My Commission expires:

STATE OF FLORIDA)
COUNTY OF DADE)

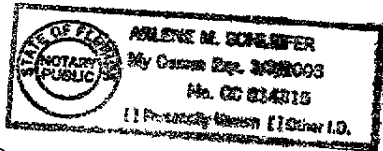
The foregoing instrument was acknowledged before me on this 10th day of Nov., 1999 by VICTOR DE CARIO, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schliefer
Notary Public
My Commission expires:

STATE OF FLORIDA)
COUNTY OF DADE)

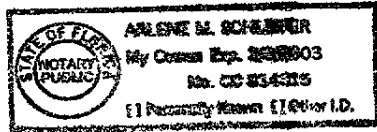
The foregoing instrument was acknowledged before me on this 10th day of Nov., 1999 by DEREK COHEN, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer
Notary Public
My Commission expires:

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 10th day of Nov., 1999 by MARK BROWN, who produced a Florida Driver's license for identification to me and who did take oath.



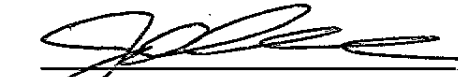
Arlene M. Schleifer
Notary Public
My Commission expires:

ARTICLE XI – ACCEPTANCE BY REGISTERED AGENT

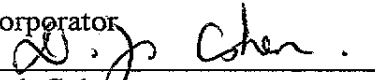
The individual named, John C. Adams agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in come conspicuous place in the Registered Office, as required by Law.

ARTICLE XII – SPECIAL PROVISIONS

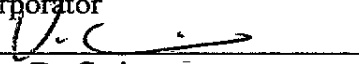
Special Provisions are stated as follows: There are no special provisions.



John C. Adams
Incorporator



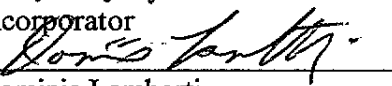
Derek Cohen
Incorporator



Victor De Carlo
Incorporator

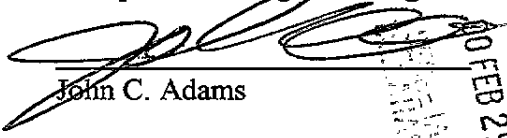


Jeffrey Benjamin
Incorporator



Dominic Lamberti
Incorporator

Acceptance as Registered Agent



John C. Adams

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TALLAHASSEE, FLORIDA