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2720 NE 8TH AVENUE # 4
WILTON MANORS, FL 33334
DECEMBER 12, 1998

FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
99 JAN 26 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTN: CORPORATE DOCUMENTS SUPERVISOR
NEW FILINGS SECTION

DEAR SIR/MADAM:

Enclosed find three copies of the Articles of Incorporation of the BRAND DYNAMICS INC. , a proposed Florida profit corporation.

Also enclosed is a check for \$ 122.50 to cover filing fees.

Sincerely,
Robert Santorelli
Robert Santorelli
800002756578--9
-01/28/99--01002--001
****122.50 *****78.75

RS/sc

W98-27996
SD
1/26



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

ROBERT SANTORELLI
2720 NE 8 AVE., #4
WILTON MANORS, FL 33334

SUBJECT: BRAND DYNAMICS INC.
Ref. Number: W98000027996

We have received your document for BRAND DYNAMICS INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

| | |
|------------------------------|---------|
| Filings Fees: | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified Copy | \$8.75 |
| Certificate of Status | \$8.75 |

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 498A00058946.

The requested check is enclosed

**ARTICLES OF INCORPORATION
OF
BRAND DYNAMICS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **BRAND DYNAMICS, INC.**

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
PURPOSE**

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, or deal in, any goods, wares, merchandise, or other real and personal property; and services of every class, kind and description. This corporation shall be authorized to transact any business as normally is transacted by a corporation in the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 200 shares of common stock with no par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and its principal office and mailing address is 2720 NE 8TH AVENUE #4, WILTON MANORS, FL 33334 The name of the initial Registered Agent of this corporation at this address is ROBERT SANTORELLI who can be reached at (954) 568 0223.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

ROBERT SANTORELLI

**2720 NE 8TH AVENUE #4
WILTON MANORS, FL 33334**

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**ROBERT SANTORELLI
2720 NE 8TH AVENUE # 4
WILTON MANORS, FL 33334**

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or incorporator or former officer, director or incorporator, to the full extent permitted by law.

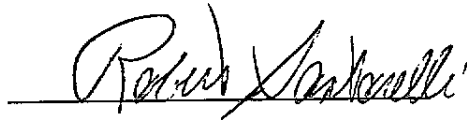
ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of December, 1998.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.



Robert Santorelli

SUBSCRIBER AND REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

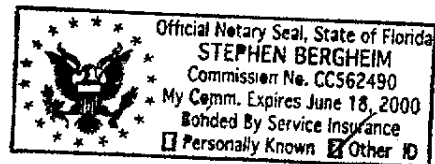
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared Robert Santorelli known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of December, 1998



NOTARY PUBLIC

My commission expires:



FLDL # 5036-776-40-018-0