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P98000045870

MAY 18, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002523405--4  
-05/19/98--01074--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: BRAND HOLDING CORP.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours

Lawrence A.

Lawrence A. Kirsch

FILED  
98 MAY 19 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/19/98

FILED

98 MAY 19 AM 11:38

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

BRAND HOLDING CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is BRAND HOLDING CORP.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

James Dettore  
c/o Brand Institute, Inc.  
1201 Brickell Avenue  
Suite 350  
Miami, Florida 33131

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

1201 Brickell Avenue  
Suite 350  
Miami, Florida 33131

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:


Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 1998.

  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this 18th day of May, 1998 by the incorporator of BRAND HOLDING CORP.

  
Notary Public  
My Commission Expires:

KELLY A. HEMENDINGER  
Notary Public, State of New York  
No. 01HE5062156  
Qualified in Rensselaer County  
Commission Expires June 24, 1998

**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Brand Holding Corp.

2. The name and address of the registered agent and office is:

James Dettore

c/o Brand Institute, Inc., 1201 Brickell Avenue, Suite 350

(P. O. BOX NOT ACCEPTABLE)

Miami, Florida 33131

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE 3/26/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE 3/26/98

REGISTERED AGENT FILING FEE: \$20.00

**FILED**  
MAR 19 AM 11:38  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE