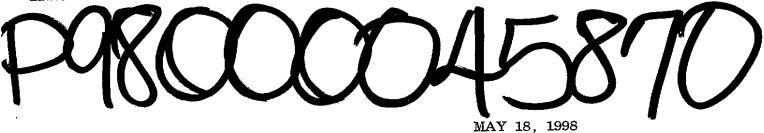
GERALD WEINBERG, P.C.

Attorneys at Law 90 State Street Albany, New York 12207

Gerald Weinberg Lawrence A. Kirsch Telephone (518) 463-2051 NYS (800) 342-9856 Facsimile (518) 463-0079



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

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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 of the Assert of Lawrence A. Kirson of the Assert of th

98 MAY 19 AMII: 38

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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,

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 regist	ered agent and office is:
James Dettore	· ·
	201 Brickell Avenue, Suite 350 BOX NOT ACCEPTABLE)
Miami, Florida 33131	SOX NOT AGGET, AGEE,
	CITY/STATE/XIP)
`	SIGNATURE
	(Corporate Officer)
	TITLE President
	2/2/106
	DATE 2/26/78
HAVING BEEN NAMED TO ACCEPT	SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE	DESIGNATED IN THIS CERTIFICATE, I HEREBY
PROVISIONS OF ALL STATUTES	(, AND I FURTHER AGREE TO COMPLY WITH THE S RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, A SECTION 607.325 FLORIDA STATUTE	ND I ACCEPT THE DUTIES AND OBLIGATIONS OF
OLOTION OUT.OLOT LONDAY OTAL	
	SIGNATURE FOR SIGNATURE
	(Registered Agent)
	DATE 3/26/98
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	A SSEE FL RAIL 38
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REGISTERED AGENT FILING FEE: S	20.00