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00 JAN 26 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 25, 2000

Via Airborne Express

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*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: BRN Realty Corp.

Sir/Madam:

Please find enclosed an original Articles of Incorporation for the above-referenced corporation. A check in the amount of \$78.75 is included to cover the filing fee and certified copy for this document.

If you should have any questions, please contact this office.

Sincerely,



Christa J. Simmons
Legal Assistant

FEB 1 1999

ARTICLES OF INCORPORATION

OF

BRN REALTY CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1. Name

The name of the Corporation is: **BRN REALTY CORP.**

ARTICLE 2. Duration

The duration of the Corporation is perpetual.

ARTICLE 3. Purpose

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do any such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is **1000** shares of common stock. Such shares shall be of a single class and shall have a par value of **\$1.00** per share.

ARTICLE 5. Initial Registered Office and Agent

The street address of the Registered Office of the Corporation is:

2860 S. Ocean Blvd. #402, Palm Beach, FL 33480

and the name of its initial Registered Agent at that address is **Rose Bernstein** and the principal address shall be the **same**.___

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE 6. Initial Board of Directors

The number of Directors constituting the initial Board of Directors is **one**. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than **one**.

The name and address of each initial Director of the Corporation is as follows:

ROSE BERNSTEIN	2860 S. Ocean Blvd. #402
	Palm Beach, FL 33480

ARTICLE 7. Incorporators

The name and address of the incorporator is as follows:

ROSE BERNSTEIN	2860 S. Ocean Blvd. #402
	Palm Beach, FL 33480

ARTICLE 8. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE 10. Stock Transfer Restrictions

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.


ARTICLE 11. By Laws

The power to adopt, alter, amend and repeal the By Laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Articles of Incorporation must be approved by a majority of the Shareholders.

ARTICLE 12. No Preemptive Rights

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 1/21/00 day of January, 2000.


ROSE BERNSTEIN

FILED

00 JAN 26 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared **ROSE BERNSTEIN**, personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed without taking an oath.



NOTARY PUBLIC

Printed Name: _____

My Commission Expires _____



MARGARET A HUNTER
My Commission CC547599
Expires Apr. 15, 2000

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 1/31/00 =



ROSE BERNSTEIN