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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

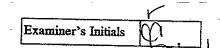
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BRIGHT MIN	IDS, INC.		
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Walk in Pick up time		Certified Copy	PM 12: 23
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NEW FILINGS	AMENDMENTS		2002 AUG 12 PM 3: 02 LUKLISKY OF STATE TALLAHASSEE FLORIDA
Profit	Amendment		ASSIV Vivi
NonProfit	Resignation of R.A., C	Officer/Director	PH PH
Limited Liability	Change of Registered Agent		PM 3: 02 FLORIDA
Domestication	Dissolution/Withdrawal		D2 TE DA
Other	Merger		8 . Mar
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100 mg	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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2002 AUG 12 PH 3: 02

ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE FLORIDA

OF

BRIGHT MINDS, INC.

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and address of this corporation shall be:

BRIGHT MINDS, INC. 15390 SW 57 TERRACE MIAMI, FL. 33193

ARTICLE II - EXISTANCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE OF CORPORATION

The corporation may transact any or all-lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is 500 shares of common stock having \$ 1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - NAME OF REGISTERED AGENT AND ADDRESS OF REGISTERED OFFICE

The name and street address of the corporation's initial registered resident agent shall be:

ANA M. DELGADO 15390 SW 57 TERRACE MIAMI, Fl. 33193

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Initially this corporation shall have four directors. 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 names and address of the initial directors are:

ANA M DELGADO 15390 SW 57 TERR MIAMI, FL. 33193

PAMELA SPEAL 15390 SW 57 TERR MIAMI, FL. 32193

MILAGROS BRITO 2134 SW 138 AVE. MIAMI, FL. 33175

DORA GERVASI 480 NW 85 PLACE #5 MIAMI, FL. 33126

ARTICLE VIII- INCORPORATOR

The names and address of the persons signing these articles are:

ANA M DELGADO 15390 SW 57 TERR MIAMI, FL. 33193

PAMELA SPEAL 15390 SW 57 TERR MIAMI, FL. 32193

MILAGROS BRITO 2134 SW 138 AVE. MIAMI, FL. 33175

DORA GERVASI 480 NW 85 PLACE #5 MIAMI, FL. 33126

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of directors and shareholders.

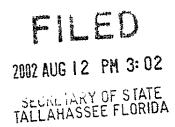
ARTICLE X - AMENDMENT

The 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.

The undersigned has (have) executed these Articles of Incorporation this 5th August 2002

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statues, 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:

BRIGHT MINDS, INC.

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

ANA M. DELGADO 15390 SW 57 TERRACE MIAMI, FL. 33193

Having been named to accept services of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statues.

SIGNATURE:

TITLE:

DATE: 08/05/2002