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ADAMS & ADAMS, P.A.

2701 PONCE DE LEON BLVD.  
SUITE 302  
CORAL GABLES, FLORIDA 33134

JOHN C. ADAMS  
LL.M. IN TAXATION

SUSAN STRICKROOT ADAMS  
LL.M. IN TAXATION

TELEPHONE: (305) 448-9022

FAX: (305) 448-7893

WEBSITE: www.adams-adams.com

December 14, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

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-12/20/99--01100--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

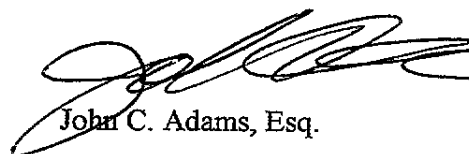
**Re: Business Referral Group, Inc.**

Dear Sir or Madam:

I am enclosing original Articles of Incorporation for Business Referral Group, Inc. together with a check for \$87.50 to cover the filing fee and certification cost. If further information is required you may contact me at (305) 448-9022.

Thank you for your attention to this matter.

Very truly yours,



John C. Adams, Esq.

FILED  
00 FEB 29 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JCA/erc  
Enclosures

*789,2547, 3550  
W/99-29413*

D. BROWN MAR - 1 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 27, 1999

JOHN C. ADAMS, ESQ.  
2701 PONCE DE LEON BLVD  
SUITE 302  
CORAL GABLES, FL 33134

SUBJECT: BUSINESS REFERRAL GROUP, INC.  
Ref. Number: W99000029412

We have received your document for BUSINESS REFERRAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 999A00060233

**AFFIDAVIT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

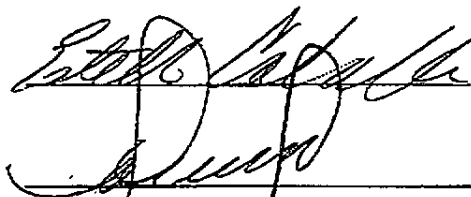
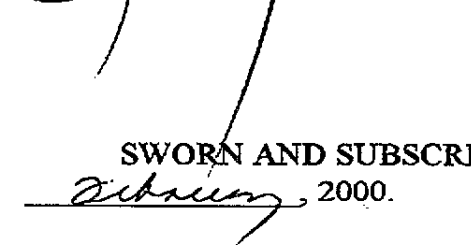
STATE OF FLORIDA )SS  
COUNTY OF MIAMI-DADE )


BEFORE ME, the undersigned authority, authorized to take and administer oaths in the State of Florida, there appeared, **JOHN C. ADAMS**, personally known to me or who produced \_\_\_\_\_ as identification and who, after first being duly sworn, deposes and states as follows:

1. He is the President of Business Referral Group, Inc. which corporation was dissolved on December 14, 1999.
2. Affiant averred that the incorporators do not ever intend to revoke the Articles of Dissolution previously filed with the Secretary of state.

**FURTHER AFFLIANT SAYETH NAUGHT**

Witnesses

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
**JOHN C. ADAMS**  
President and Incorporators Business  
Referral Group, Inc.

SWORN AND SUBSCRIBED TO BEFORE ME on this 29<sup>th</sup> day of

February, 2000.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



**ARTICLES OF INCORPORATION**

**ARTICLE I – EXECUTION**

The undersigned, being all of the original incorporators, hereby execute and acknowledge these Amended Articles of Incorporation, in order to organize and incorporate a business not for Profit, under the Corporate name and at the initial business address:

BUSINESS REFERRAL GROUP, INC.  
2701 Ponce De Leon, Suite 302  
Coral Gables, FL 33134

**ARTICLE II – PURPOSES AND OBJECTS**

The Corporation is formed, pursuant to the Florida General Incorporation Act and to operate exclusively in any manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under corresponding tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations. Specifically, the corporation will seek to enhance the professionalism of its members and to foster the exchange of business referrals among the members.

**ARTICLE III – DURATION AND NAME**

The duration of this Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation, provided that all of the requirements of the law are met. The name of the Corporation shall be Business Referral Group, Inc.

**ARTICLE IV – REGISTERED OFFICE - AGENT**

The name of the Registered Agent is John C. Adams, Esq. and the street address of the Registered Office is 2701 Ponce De Leon, Suite 302, Coral Gables, Florida 33134.

**ARTICLE V – NUMBERS OF DIRECTORS**

The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws. Directors shall be elected annually by membership.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI – SHARES**

This corporation shall be organized as a non-stock corporation.

## **ARTICLE VII – INCORPORATORS AND DIRECTORS**

The name and address of the Incorporators are:

John C. Adams  
2701 Ponce De Leon, #302  
Coral Gables, FL 33134

Jeff Benjamin  
9350 South Dixie Highway  
Miami, Florida 33156

Dominic Lamberti  
2330 S.W. 27<sup>th</sup> Terrace  
Miami, Florida 33133

Victor De Carlo  
8255 S.W. 86<sup>th</sup> Terrace  
Miami, Florida 33143

Derek Cohen  
701 Brickell Ave., #1500  
Miami, Florida 33131

Mark Brown  
220 Miracle Mile, #200  
Coral Gables, FL 33134

The name and address of each Officer of the Corporation are:

John C. Adams  
2701 Ponce De Leon, #302  
Coral Gables, FL 33134

President

Jeff Benjamin

Vice President

9350 South Dixie Highway  
Miami, Florida 33156  
Dominic Lamberti  
2330 S.W. 27<sup>th</sup> Terrace  
Miami, Florida 33133

Treasurer

Victor De Carlo  
8255 S.W. 86<sup>th</sup> Terrace  
Miami, Florida 33143

Referral Master

Derek Cohen  
701 Brickell Ave., #1500  
Miami, Florida 33131

Inspector

#### **ARTICLE VIII – BROADEST POWERS; INCORPORATION BY REFERENCE**

The Corporation shall have the broadest powers to do any and all things necessary, suitable, covenant, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all powers now or hereafter conferred, by the law of this State, upon Corporations incorporated hereunder.

#### **ARTICLE IX – INDEMNIFICATION**

The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

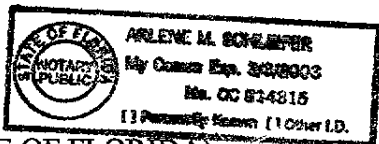
#### **ARTICLE X – GENERAL**

A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares.

B. Cumulative voting shall not be permitted.

STATE OF FLORIDA)  
COUNTY OF DADE )

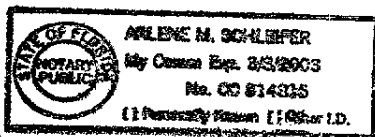
The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of Nov., 1999 by JOHN C. ADAMS, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer  
Notary Public  
My Commission expires:

STATE OF FLORIDA)  
COUNTY OF DADE )

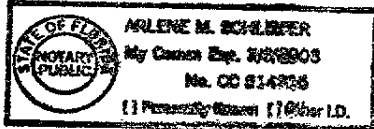
The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of Nov., 1999 by JEFF BENJAMIN, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer  
Notary Public  
My Commission expires:

STATE OF FLORIDA)  
COUNTY OF DADE )

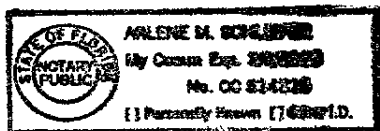
The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of Nov., 1999 by DOMINIC LAMBERTI, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer  
Notary Public  
My Commission expires:

STATE OF FLORIDA)  
COUNTY OF DADE )

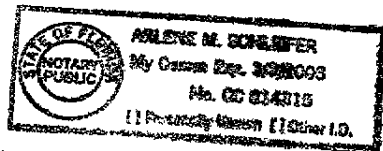
The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of Nov., 1999 by VICTOR DE CARIO, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer  
Notary Public  
My Commission expires:

STATE OF FLORIDA)  
COUNTY OF DADE )

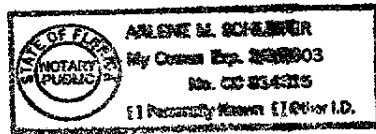
The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of Nov., 1999 by DEREK COHEN, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer  
Notary Public  
My Commission expires: \_\_\_\_\_

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on this 10<sup>th</sup> day of Nov., 1999 by MARK BROWN, who produced a Florida Driver's license for identification to me and who did take oath.



Arlene M. Schleifer  
Notary Public  
My Commission expires: \_\_\_\_\_



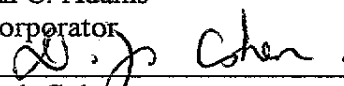
## ARTICLE XI – ACCEPTANCE BY REGISTERED AGENT

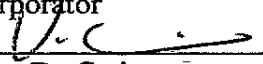
The individual named, John C. Adams agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in come conspicuous place in the Registered Office, as required by Law.


## ARTICLE XII – SPECIAL PROVISIONS

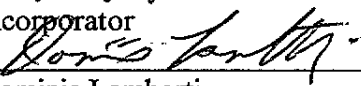
Special Provisions are stated as follows: There are no special provisions.

  
John C. Adams  
Incorporator

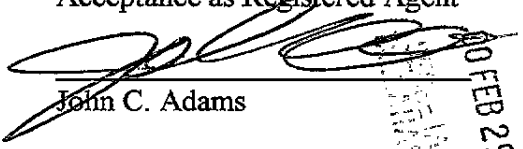
  
Derek Cohen  
Incorporator

  
Victor De Carlo  
Incorporator

  
Jefrey Benjamin  
Incorporator

  
Dominic Lamberti  
Incorporator

Acceptance as Registered Agent

  
John C. Adams

FILED  
20 FEB 29 AM 8:37  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA