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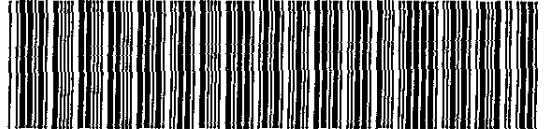
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TALLAHASSEE, FLORIDA

CHERRY & EDGAR, P.A.
ATTORNEYS AT LAW
ADMIRALTY CENTER
4400 PGA BOULEVARD • SUITE 900
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (561) 471-7767
TELECOPIER (561) 471-7974

April 9, 2003

Corporate Records Bureau
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P.O. Box 6327
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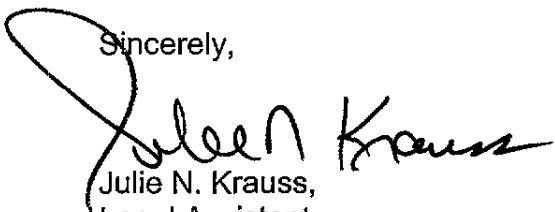
Re: Browns Backers of the Palm Beaches, Inc.

Dear Sir or Madam:

Enclosed for filing with your office is an original of the Articles of Incorporation for the captioned entity. Also enclosed is a check in the amount of \$78.75 for the required filing fees.

Please proceed with the filing of these Articles. If there is a problem or you have any questions, please contact me at the number set forth above.

Sincerely,



Julie N. Krauss,
Legal Assistant

Jnk
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BROWNS BACKERS OF THE PALM BEACHES, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND PRIMARY ADDRESS

The name of the corporation shall be **BROWNS BACKERS OF THE PALM BEACHES, INC.**, which is hereinafter referred to as the "Corporation". The primary address of the Corporation shall be 1232 Pitusa Court, Apt. A, West Palm Beach, FL 33415-4828.

ARTICLE II

POWERS

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles of Incorporation.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who meets the membership requirements established by the Board of Directors from time to time, including as to the payment of dues, shall be a member of the Corporation. There shall be no voting by members except as may be provided in the By-Laws, if at all.

Section 2. Meetings of Members. The By-Laws of the Corporation shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 33-1/3% of the total number of members in good standing (as defined in the By-Laws) shall be present or represented by proxy at the meeting.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have perpetual existence, provided that if it is ever dissolved, its assets shall be conveyed to another corporation or other entity or one of a charitable nature having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) persons but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Corporation, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Doug Matthews	1232 Pitusa Court, Apt. A West Palm Beach, FL 33415-4828
Jerry Bryan	800 N.W. Fork Road, #3-P Stuart, FL 34994
Darl Ferguson	2000 N. Congress Avenue, #208 West Palm Beach, FL 33409

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein, directors shall be elected as provided in the By-Laws.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office for the period as provided in the By-Laws and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director shall for any reason, cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Corporation, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Charles W. Edgar, III	Cherry & Edgar, P.A. 4400 PGA Boulevard Suite 900 Palm Beach Gardens, Florida 33410

ARTICLE X

INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer committee member or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that an indemnified party of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

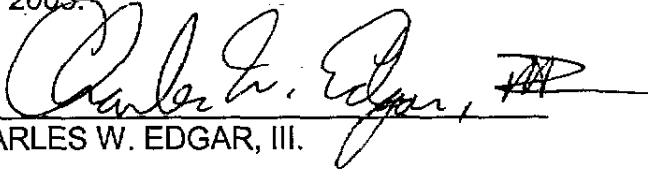
Section 5. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT

Until changed, Charles W. Edgar, III, Esq. shall be the registered agent of the Corporation, and the registered office shall be at 4400 PGA Boulevard, Suite 900, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 8th day of April, 2003.


CHARLES W. EDGAR, III.

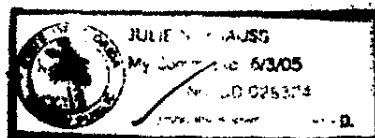
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of April, 2003, by Charles W. Edgar, III., who is personally known to me.


Notary Public, State of Florida at Large

#028324

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Palm Beach Gardens, County of Palm Beach, State of Florida, the corporation named in said articles has named Charles W. Edgar, III, located at 4400 PGA Boulevard, Suite 900, Palm Beach Gardens, Florida 33410, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.


REGISTERED AGENT

Dated this 8th day of April, 2003

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TALLAHASSEE, FLORIDA