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07 APR 27 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
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1000-18402

STEVEN D. LOSNER, P.A.

Law Office
65 N.W. 16th Street
Homestead, Florida 33030

STEVEN D. LOSNER

(305) 247-2522 phone
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April 12, 2007

Via Federal Express

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Articles of Incorporation of Brown & Rios, Inc.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation of Brown & Rios, Inc. together with our firm check in the amount of \$78.75 which amount represents the filing fee.

Thank you for prompt attention to this matter.

Very truly yours,


Steven D. Losner

SDL/bb
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 APR 27 AM 11:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 16, 2007

STEVEN D LOSNER, P.A.
65 N.W. 16TH STREET
HOMESTEAD, FL 33030

SUBJECT: BROWN & RIOS, INC.
Ref. Number: W07000018402

We have received your document for BROWN & RIOS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

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) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 907A00025319

NON-PROFIT ARTICLES OF INCORPORATION

OF

BROWN & RIOS, INC.

FILED

07 APR 27 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME

The name of this corporation shall be the BROWN & RIOS, INC.

II. DURATION

The term of existence of this corporation is perpetual, from the date hereof.

III. STATUS

The corporation is a not-for-profit corporation.

IV. AUTHORIZATION

This corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

V. PURPOSE OF BUSINESS

This corporation is formed primarily for educational and charitable activities for the benefit of the residents of the Southwest area of Homestead, Florida. This corporation may to a lesser extent, engage in any activity which is not in violation of the laws of the State of Florida and would not cause revocation of its tax exempt status as may be granted by the Internal Revenue Service pursuant to the 1986 Internal Revenue Code, as amended (the "Code").

VI. INITIAL REGISTERED OFFICE AND AGENT AND BUSINESS AND MAILING ADDRESS

The address of the initial registered office of this corporation is located at 1581 NE 9 Street, Homestead, Florida 33030, and the name of the initial registered agent of this corporation at this address is Gwenn A. Rios. The business and mailing address for the corporation is 1581 NE 9 Street, Homestead, Florida 33030.

VII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial Board of Directors of this corporation are:

Gwenn A. Rios
1581 NE 9 Street
Homestead, Florida 33030

Willie B. Brown, Jr.
424 SW 11 Avenue
Homestead, Florida 33030

The directors named in these Articles of Incorporation as the first Board of Directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. Thereafter the term of office of each director shall be three (3) years and until the qualification of a successor in office of such director.

VIII. MANAGEMENT

The affairs of the corporation shall be managed by a president, vice president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the By-Laws, under the supervision of the Board of Directors. The officers shall be elected by the Board of Directors, or as provided in the By-Laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Gwenn A. Rios
1581 NE 9 Street
Homestead, Florida 33030

Willie B. Brown, Jr.
424 SW 11 Avenue
Homestead, Florida 33030

X. MEMBERS

The members of this corporation shall consist of the initial directors named herein and such other persons as are approved for membership by the Board of Directors as provided in the By-Laws.

XI. DISPOSITION OF ASSETS

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to an organization or organizations which are exempt under §501(c)(3) of the Code. The Board of Directors shall ascertain that such organization(s) are engaged in activities of the type described in Article V above. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

XII. PROHIBITED ACTIVITIES

Other provisions of these Articles of Incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject it to tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation, nor shall it participate or intervene in any political campaign on behalf, of (or in opposition to), any candidate for public office.

XIII. BOARD OF DIRECTORS

The Board of Directors shall be a self perpetuating body whose members shall be chosen only from among the members of this corporation. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the then remaining directors, shall, within a reasonable time, fill the vacancy, or vacancies.

XIV. INDEMNIFICATION

This corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

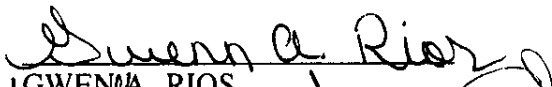
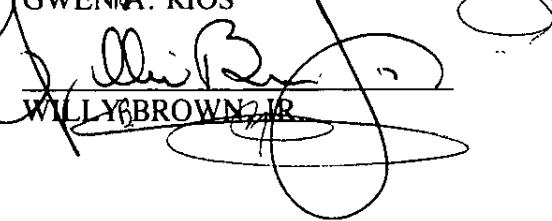
XV. BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida and the Code.

XVI. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals, this 11 day of April, 2007.


GWEN A. RIOS

WILLY BROWN, JR.

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

First: That Brown & Rios, Inc. desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the City of Homestead, County of Miami-Dade, State of Florida, has named Gwen A. Rios as its agent to accept service of process within this state.

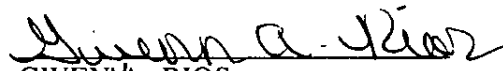
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ACKNOWLEDGMENT

07 APR 27 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GWEN A. RIOS