

P000000013469

January 18, 2000

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
TALLAHASSEE, FLORIDA 32314

EFFECTIVE DATE
1-31-00

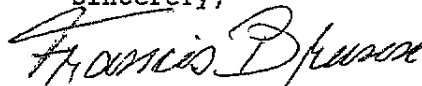
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*****87.50 *****87.50

RE: BRUNNLINE, INC.
ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$87.50 for filing fees, registered agent fee, certified copy of Articles of Incorporation and Certificate of Status for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for BRUNNLINE, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced INCORPORATOR.

Sincerely,



FRANCIS BRUNN
Incorporator

FRANCIS BRUNN
377 WEST 11TH STREET APT 3G
NEW YORK, NEW YORK 10014

FILED
2000 FEB -3 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell FEB 8 2000

FILED

2000 FEB -3 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRUNNLINE, INC.

EFFECTIVE DATE
1-31-00

ARTICLE I - NAME

The name of the Corporation shall be BRUNNLINE, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

2651 MAPLELOFT LANE
SARASOTA, FLORIDA 34232

and the name of the initial registered agent of this Corporation at that address is

JOHN R. THEIS CPA

ARTICLES OF INCORPORATION

BRUNNLINE, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The names of the initial directors of this Corporation are:

FRANCIS BRUNN

~~NATALIE ENTERLINE~~
NATHALIE

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

FRANCIS BRUNN
377 WEST 11TH STREET APT 3G
NEW YORK, NEW YORK 10014

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this Corporation will be as follows:

377 WEST 11TH STREET APT 3G
NEW YORK, NEW YORK 10014

ARTICLE X - AMENDMENT

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

ARTICLES OF INCORPORATION

BRUNNLINE, INC.

ARTICLE XI - OFFICERS

The initial officer of this Corporation is as follows:

PRESIDENT	FRANCIS BRUNN
TREASURER	FRANCIS BRUNN
VICE-PRESIDENT	NATHALIE NATHALIE ENTERLINE
SECRETARY	NATHALIE NATHALIE ENTERLINE
	NATHALIE

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on January ³¹~~28~~, 2000
and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES

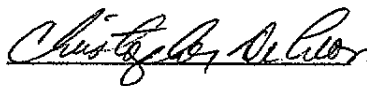
OF INCORPORATION ON THIS 31 DAY OF JANUARY, 2000.



FRANCIS BRUNN
INCORPORATOR

STATE OF *New York*
COUNTY OF *New York*

In my presence on January 31, 2000 appeared FRANCIS
BRUNN, known to be the person described as the
Incorporator, who executed the foregoing Articles of
Incorporation, and said person did acknowledge subscribing
to the same.



NOTARY PUBLIC

PASSPORT
~~Driver's license~~ provided for
identification.

CHRISTOPHER DE LEON
Notary Public, State of New York
No. 01DE6030503
Qualified in Bronx County
Commission Expires Sept. 13, 2001

FILED

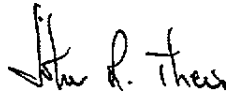
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
BRUNNLINE, INC.

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: JANUARY 18, 2000



JOHN R. THEIS CPA
Registered Agent for
Brunnline, Inc.