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TOM G. BURROWS

JERRY L. JESTER

RUTH A. SCOTT
PROBATE PARALEGAL

October 17, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: **B.A.L. OF BREVARD, INC.**

Gentlemen:

Enclosed please find Articles of Incorporation for **B.A.L. OF BREVARD, INC.** to be filed. A copy of the Articles for you to conform and return to this office is enclosed with a self-addressed, stamped envelope.

Acceptance by the Registered Agent is also enclosed.

Our check payable to the Secretary of State in the amount of \$70.00, representing \$35.00 for filing the Articles of Incorporation and \$35.00 for Designation of Registered Agent, is also enclosed.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,



Tom G. Burrows

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

cc: Arnold S. Lieberman

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ARTICLES OF INCORPORATION

OF
B.A.L. OF BREVARD, INC.

ARTICLE I. Name

The name of this corporation is B.A.L. OF BREVARD, INC.

ARTICLE II. Duration

This corporation shall have perpetual existence.

ARTICLE III. Purposes

The general purposes for which this corporation is organized are as follows: To purchase real estate; construct structures and sell those structures; join in Joint Ventures; engage in any type of lawful business; lend or borrow money and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments and to secure the same by mortgage or otherwise; to have offices and officers, agent and agencies in the State of Florida or in any other of United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE IV. Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1000)

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TALLAHASSEE, FLORIDA

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shares of common voting stock with a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid.

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 pro rata 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. Initial Registered Office and Agent

The street address of the initial registered and principal office of this corporation is 775 E. Merritt Island Causeway, Suite 320, Merritt Island, Florida 32952, and the name of the registered agent at that address is: Tom G. Burrows. The mailing address of the corporation is 1475 Paradise Court, Merritt Island, Florida 32952.

ARTICLE VII. Initial Board of Directors

This corporation shall have one (1) director 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 one. The name and address of the initial director of this corporation is: Arnold S. Lieberman, 1475 Paradise Court, Merritt Island, Florida 32952.

ARTICLE VIII. Incorporators

The name and address of the person signing these articles is Arnold S. Lieberman, 1475 Paradise Court, Merritt Island, Florida 32952.

ARTICLE IX. Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

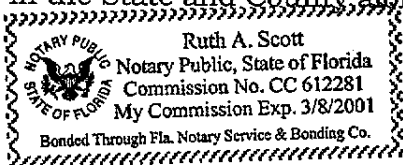
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5TH day of October, 2000.

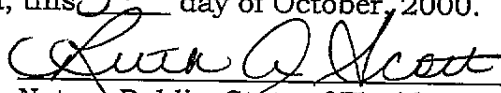

ARNOLD S. LIEBERMAN

STATE OF FLORIDA
COUNTY OF BREVARD:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared ARNOLD S. LIEBERMAN, who is personally known to me and who did take an oath, and known by me as the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5TH day of October, 2000.




Notary Public, State of Florida

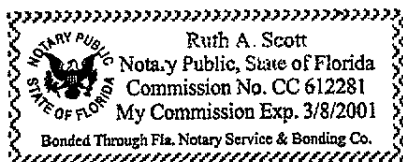
ACCEPTANCE OF REGISTERED AGENT

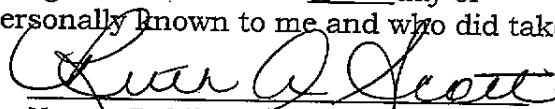
Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


TOM G. BURROWS,
As Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD:

The foregoing instrument was acknowledged before me this 5TH day of October, 2000, by Tom G. Burrows, who is personally known to me and who did take an oath.




Notary Public, State of Florida