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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Briarwood Holdings, Inc.

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| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION

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**ARTICLES OF INCORPORATION
OF
BRIARWOOD HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE ONE
NAME**

The name of this Corporation is:

BRIARWOOD HOLDINGS, INC.

**ARTICLE TWO
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE THREE
CAPITAL STOCK**

This Corporation is authorized to issue ONE THOUSAND (1000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE FOUR
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

625 Northwest 165 Avenue
Pembroke Pines, Florida 33028

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Jose L. Lorenzo
625 Northwest 165 Avenue
Pembroke Pines, Florida 33028

**ARTICLE SIX
PRE-EMPTIVE RIGHTS**

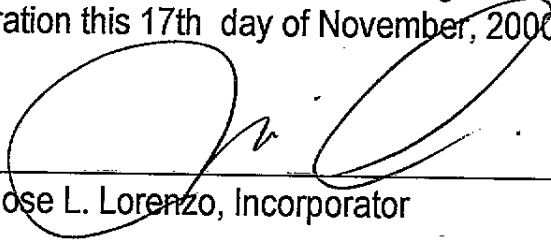
Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE SEVEN
INCORPORATOR**

The name and street address of the Incorporator is:

Jose L. Lorenzo
625 Northwest 165 Avenue
Pembroke Pines, Florida 33028

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 17th day of November, 2000.



Jose L. Lorenzo, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Jose L. Lorenzo, Registered Agent

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