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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : BIZCORP INTERNATIONAL INC.
Account Number : I19990000093
Phone : (561)776-2277
Fax Number : (561)776-2266

FLORIDA PROFIT CORPORATION OR P.A.

BRICE HOLDINGS INCORPORATED

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight MAR 08 2001

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **BRICE HOLDINGS INCORPORATED**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**16741 NW 18th Street
Pembroke Pines, FL 33028**

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares of common stock, \$1.00 par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Nestor A. Briceno
16741 NW 18th Street
Pembroke Pines, FL 33028**

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ARTICLE V - INITIAL DIRECTOR(S)

The names and addresses of the initial members of the corporation's Board of Directors are:

**Lourdes Briceno
16741 NW 18th Street
Pembroke Pines, FL 33028**

ARTICLE VI - INCORPORATOR

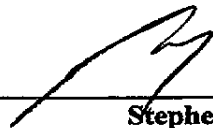
The name and street address of the incorporator to these Articles of Incorporation is:

**BIZCORP INTERNATIONAL INC.
4400 PGA Blvd.
Suite 700
Palm Beach Gardens, FL 33410**

The undersigned incorporator has executed these Articles of Incorporation this 7th day of March, 2001.

BIZCORP INTERNATIONAL INC.

By:



**Stephen Levy
(Pres.)**

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is: **BRICE HOLDINGS INCORPORATED**

2. The name and address of the registered agent and office is:

**Nestor A. Briceno
16741 NW 18th Street
Pembroke Pines, FL 33028**

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Nestor A. Briceno

3/1/01
(Date)