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*CERTIFIED CIRCUIT CIVIL MEDIATOR

April 26, 2001

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

FILED
01 APR 30 PM 2:13
TALLAHASSEE, FLORIDA

Re: Filing Articles of Incorporation of Brand Realty, Inc.

To Whom It May Concern:

Enclosed, please find the original and one (1) copy of the signed and executed Articles of Incorporation of Brand Realty, Inc., submitted for filing. I am enclosing my Trust Account check in the amount of \$122.50 (\$35.00 filing of Articles; \$35.00 Designation of Registered Agent; \$52.50 Certified copy of Articles). Please return the certified copy and certificate of incorporation to the following:

300004101989--5
-05/01/01--01057--005
***122.50 ***78.75

Kenneth L. Warnstadt, Esq.
Tyner & Warnstadt, P.A.
P.O. Box 594
Brooksville, FL 34605-0594.

You may reach me at the telephone number above. Thank you for your attention to this matter.

Yours very truly,


Kenneth L. Warnstadt

Enclosures

76MTH MAY 02 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRAND REALTY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

BRAND REALTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of: Buying and selling real estate, real estate investments and financial investments.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporations Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share. There shall be 51 shares issued initially.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: **34508 Cortez Blvd., Ridge Manor, Florida 33523**; the mailing address of this corporation is **34508 Cortez Blvd., Ridge Manor, Florida 33523**, with the privilege of having branch offices at any other place within the State of Florida. The name of the initial Registered Agent of this corporation is **STEVEN PAUL CALIENDO**, with a street address of: **34508 Cortez Blvd., Ridge Manor, FL 33523**.

ARTICLE VI - MANAGEMENT OF THE CORPORATION

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

(a) The shareholders of this corporation shall be deemed directors for the purpose of the provision of chapter 607, Florida Statutes.

(b) Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE VII - OFFICERS

The names and addresses of the Officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
STEVEN PAUL CALIENDO	34508 Cortez Blvd. Ridge Manor, FL 33523	President, Sec/Treas

ARTICLE VIII - INCORPORATORS AND SUBSCRIBERS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN PAUL CALIENDO	34508 Cortez Blvd. Ridge Manor, FL 33523

ARTICLE IX - AMENDMENT

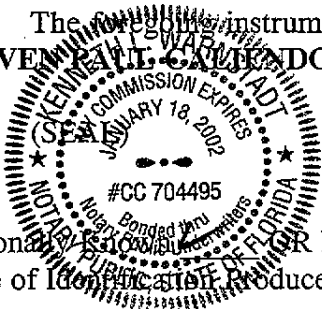
These Articles of Incorporation may be amended in the manner provided by law.

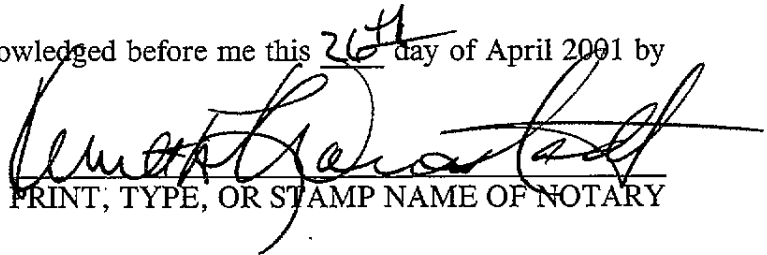
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26 day of April 2001.


STEVEN PAUL CALIENDO

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 26th day of April 2001 by
STEVEN PAUL CALIENDO.




PRINT, TYPE, OR STAMP NAME OF NOTARY

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **STEVEN PAUL CALIENDO**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 of the Florida Business Corporation Act.

Steven Paul Caliendo
STEVEN PAUL CALIENDO

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TALLAHASSEE, FLORIDA