

PO1000047422
SMITH, HOOD, PERKINS, LOUCKS,
STOUT & ORFINGER, P.A.

HORACE SMITH, JR., P.A.
CHARLES D. HOOD, JR.
TERENCE R. PERKINS
WILLIAM E. LOUCKS
LARRY R. STOUT
MICHAEL S. ORFINGER
ERIC K. NEITZKE, P.A.
CLAY L. MEEK
JEFFREY E. BIGMAN
K. JUDITH LANE
DAVID M. BARR
JEFFREY P. BROCK
TAMARA R. WENZEL

POST OFFICE BOX 15200
DAYTONA BEACH, FLORIDA
32115-5200

444 SEABREEZE BOULEVARD
SUITE 900
DAYTONA BEACH, FLORIDA
32118-3953
Telephone (386) 254-6875
Facsimile (386) 257-1834

HARRY G. McCONNELL
Of Counsel

May 4, 2001

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Brothers Down Under, Inc.

Dear Sir:

Enclosed herewith are the proposed Articles of Incorporation of the above referenced non-profit corporation, along with the Acceptance of Registered Agent which we ask be filed in your office. When the Articles have been filed, I would appreciate receiving a certified copy, indicating the filing date. I have included a photocopy of the proposed Articles of Incorporation for that purpose.

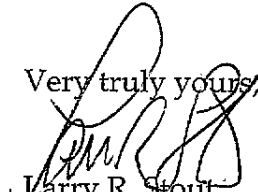
My firm's check is enclosed to cover the following expenses:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	35.00
TOTAL	\$ 78.75

000004139540--1
-05/07/01--01117--019
*****78.75 *****78.75

Thank you for your attention to this matter. With best regards, I remain,

Very truly yours,


Larry R. Stout

Encl.

cc: Mr. Alan J. Sanders, w/enc.

5/11/01

ARTICLES OF INCORPORATION
OF

BROTHERS DOWN UNDER, INC.

2001 MAY -7 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby intends to form a Corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be Brothers Down Under, Inc.

ARTICLE II
DURATION

This Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III
PURPOSE

The purpose and the general nature of the business to be transacted by this Corporation is the conducting of any lawful business; the buying, selling, leasing of real and personal property; to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue, sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other type of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, it being intended that this Corporation shall exercise all powers generally granted to corporations under the laws of the State of Florida.

ARTICLE IV **CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock at a par value of \$1.00 per share, all of which shall be fully paid and non-assessable.

ARTICLE V **PRE-EMPTIVE 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 AND PRINCIPAL OFFICE

The street address of the initial registered office and principal office of this Corporation is:

192 Bermuda Petrel Court
Daytona Beach, Florida 32119

The name of the initial registered agent of this Corporation at the address is:

Anthony Cortez
192 Bermuda Petrel Court
Daytona Beach, Florida 32119

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one 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:

Anthony Cortez
192 Bermuda Petrel Court
Daytona Beach, Florida 32119

ARTICLE VIII
INCORPORATOR

Name and address of the person signing these Articles is:

Anthony Cortez
192 Bermuda Petrel Court
Daytona Beach, Florida 32119

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the Corporation.

ARTICLE X
ACTION BY DIRECTORS

The Directors of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE XI
CONFLICTS

No contract or other transactions between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation

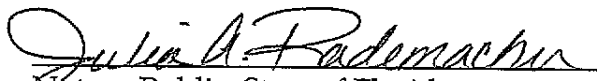
to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

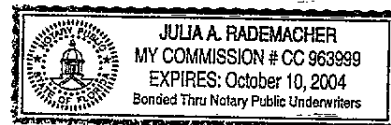
IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on May 2, 2001.


Anthony Cortez

STATE OF FLORIDA
COUNTY OF VOLUSIA

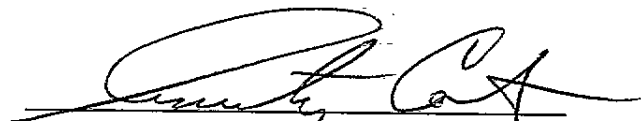
The foregoing instrument was acknowledged before me on May 2, 2001, by Anthony Cortez who has produced his Florida driver's license as identification.


Notary Public, State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at 192 Bermuda Petrel Court, Daytona Beach, Florida 32119. I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open said office.


Anthony Cortez

2001 MAY -7 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA