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October 18, 2001

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

RE: BRI PROPERTIES, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for BRI PROPERTIES, INC., along with the filing fee of \$78.75. Please forward proof of filing to this office.

Thanks for your attention to this matter.

Sincerely,



Carmen C. Ferreira

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRI PROPERTIES, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF THE CORPORATION**

The name of the Corporation shall be BRI PROPERTIES, INC. (the "Corporation"). The initial address of the Corporation shall be 8521 SW 82 Terr., Miami, FL 33143.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III
STOCK**

The authorized capital stock of the Corporation shall consist of 500 shares of Common Stock with a par value of \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows:

Elvira Rey Ibarria
8521 SW 82 Terr.
Miami, Florida 33143

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 8521 SW 82 Terr., Miami, FL 33143. The name of the initial registered agent of the Corporation at the above address shall be Elvira Rey Ibarria.

**ARTICLE VII
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one (1) person.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name and Address</u>	<u>Office</u>
Elvira Rey Ibarria 8521 SW 82 Terr. Miami, Fl. 33143	President/Vice-president Secretary/Treasurer

**ARTICLE IX
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

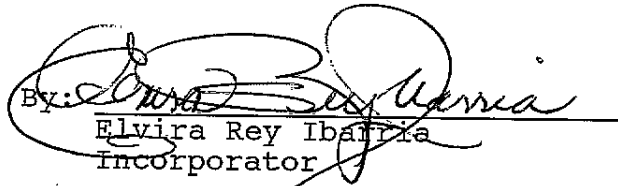
**ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

The corporation elects to grant preemptive rights to its shareholders.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 18th day of October, 2001.

By: 
Elvira Rey Ibarra
Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

BRI Properties, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 8521 SW 82 Terr., Miami, FL 33143 as its initial Registered Office and has named Elvira Rey Ibarria located at said address, as its initial Registered Agent.

By: 

Elvira Rey Ibarria
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that he is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: 

Elvira Rey Ibarria
Registered Agent