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BRAND PROMOTIONS, INC.
1710 N. HERCULES AVENUE, SUITE 107
CLEARWATER, FLORIDA 33765

FILED
01 OCT 29 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 26, 2001

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

Attn: Bobbie Cox

RE: Brand Promotions, Inc.
Articles of Incorporation

Dear Bobbie:

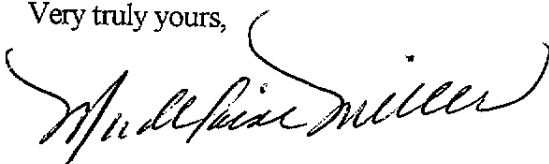
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*****78.75 *****78.75

Thank you so much for calling me, instead of just returning everything with a request for a check.

Enclosed is the check for payment, in the amount of \$78.75.

Thank you for your prompt attention to this matter.

Very truly yours,



Madelaine Miller, for
Brand Promotions, Inc.

Enclosures

BROWN OCT 31 2001

ARTICLES OF INCORPORATION

OF

BRAND PROMOTIONS, INC.

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ARTICLE I

The name of the corporation is:

BRAND PROMOTIONS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any business lawful under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock the corporation is authorized to have outstanding at any time shall be Five Hundred (500), with a normal par value of One and 00/100 (\$1.00) Dollar per share.

ARTICLE V

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 the issuance of fractional shares) at the same price at which it is offered to others.

ARTICLE VI

The principal office of this corporation shall be located at 1710 N. Hercules Avenue, Suite 107, City of Clearwater, County of Pinellas, State of Florida.

ARTICLE VII

The street address of the initial registered office of this corporation is 1710 N. Hercules Avenue, Suite 107, Clearwater, Florida 33765, and the name of the initial registered agent of this corporation is Curtis B. Miller.

ARTICLE VIII

This corporation shall have 2 directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial directors of this corporation is as follows:

Richard B. Criswell

6281 Winged Foot Drive
Stuart, Florida 34997

Curtis B. Miller

3228 Glenridge Court
Palm Harbor, Florida 34685

ARTICLE IX

The name and address of the persons subscribing to these Articles of Incorporation is as follows:

Richard B. Criswell

6281 Winged Foot Drive
Stuart, Florida 34997

Curtis B. Miller

3228 Glenridge Court
Palm Harbor, Florida 34685

ARTICLE X

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Florida Statutes 607.

ARTICLE XI

It is the intent of the initial subscribers to initially qualify this corporation under Internal Revenue Service Code Section 1244, and all applicable regulations at the initial incorporation date. It is further the intention of the subscribers to initially qualify this corporation under Sub Chapter S of Section 1362 of the Internal Revenue Code.

ACKNOWLEDGMENT

Having been named to accept service of process for BRAND PROMOTIONS, INC., at the place designated in Article VII, I hereby accept such appointment and agree to comply with the provisions of the Florida General Corporate Act, Florida Statute 607, relative to keeping said office open,

Curtis B. Miller
CURTIS B. MILLER

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TALLAHASSEE, FLORIDA

We, the undersigned, being the original Subscribers to these Articles of Incorporation for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 15 day of October, 2001.

Curtis B. Miller
CURTIS B. MILLER

Richard B. Criswell
RICHARD B. CRISWELL

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared RICHARD B. CRISWELL, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal in the State and County above set forth this 15 day of October, 2001.

Madeline Miller
NOTARY PUBLIC, State of Florida

My Commission expires:



STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared CURTIS B. MILLER, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal in the State and County above set forth this 15 day of October, 2001.

Madeline Miller
NOTARY PUBLIC, State of Florida

My Commission expires:

