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Division of Corporations

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Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**BROWNELL MANAGEMENT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF**

**BROWNELL MANAGEMENT, INC.**

The undersigned, natural person competent to contract, hereby subscribes to these Articles of Incorporation in order to form a corporation under the laws of the State of Florida for the purposes hereinafter stated.

**ARTICLE I. NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be:

**BROWNELL MANAGEMENT, INC.**

and the initial mailing address of the corporation shall be:

1207 Sorolla Avenue  
Coral Gables, Florida 33134

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business and activities to be transacted and carried on by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$ 1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT AND REGISTERED OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**NAME**

John M. Thomson

**ADDRESS**

370 Minorca Ave., Suite One  
Coral Gables, FL 33134

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI. NUMBER OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one director.

#### ARTICLE VII. INITIAL DIRECTOR

The names and street addresses of the persons named as initial directors of this corporation who shall hold office until the First Annual Meeting of Shareholders, or until their successor is elected or appointed and has qualified, whichever occurs first, are:

<u>NAME</u>	<u>ADDRESS</u>
Edwin R. Brownell	1207 Sorolla Avenue Coral Gables, Florida 33134
Blanche P. Brownell	1207 Sorolla Avenue Coral Gables, Florida 33134

#### ARTICLE VIII. 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 IX. 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 X. 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.

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IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator, has executed the foregoing Articles of Incorporation this 31 day of January, 2002.

ER Brownell  
Edwin R. Brownell, Incorporator

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared Edwin R. Brownell, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 31 day of January, 2002.



NOTARY PUBLIC

sign [Signature]  
print John M. Thomson  
State of Florida at Large

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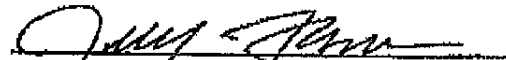
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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **BROWNELLMANAGEMENT INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 30 day of January, 2002.

  
JOHN M. THOMSON

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