

PO200005842C

George N. Klimis, P.A.

Attorney at Law

◆ L.L.M. Taxation ◆

May 20, 2002

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

300005611073--4
-05/28/02--01009--004
*****78.75 *****78.75

Re: **Brass & More, Inc.**

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, I have enclosed my firm's check in the amount of \$78.75 for filing of the same.

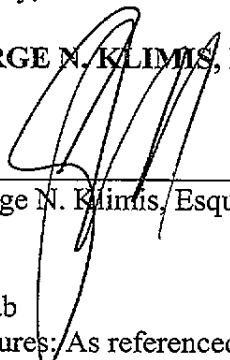
Upon processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the Articles and forward the endorsed copy to my office to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact my office by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 
George N. Klimis, Esquire

GNK/ab

Enclosures: As referenced above

FILED
02 MAY 24 PM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

23 E. Tarpon Avenue, Tarpon Springs, Florida 34689
Phone: 727-943-9551 * Fax: 727-943-9081

g 5/28

ARTICLES OF INCORPORATION
OF
BRASS & MORE, INC.

FILED
02 MAY 24 PM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is **BRASS & MORE, INC.** The address of the principal office of this Corporation shall be 6476 Sugar Tree Drive, Spring Hill, Florida 34607, and the mailing address of the Corporation shall be 6476 Sugar Tree Drive, Spring Hill, Florida 34607.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is GEORGE N. KLIMIS.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) Director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

Name

Address

Natalie Bohach-Balvich

**6476 Sugar Tree Drive
Spring Hill, FL 34607**

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
George N. Klimis	23 East Tarpon Avenue Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of May, 2002.



GEORGE N. KLIMIS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me, this 20 day of May, 2002, by GEORGE N. KLIMIS who is personally known to me, and who did take an oath.

sign: 
print/ MARIANN WEAVER
Notary Public - State of Florida

MARIANN WEAVER
Notary Public, State of Florida
My comm. exp. Mar. 19, 2004
Comm. No. CC919763

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 20 day of May, 2002.



GEORGE N. KLIMIS

FILED
02 MAY 24 PM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

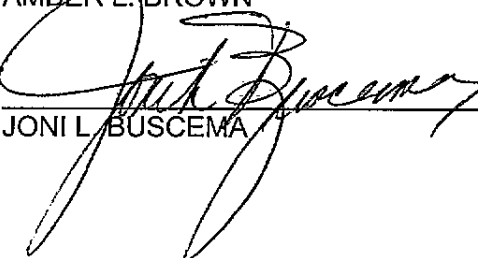
ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION


The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto **Natalie Bohach-Balvich** all of her right, title and interest, if any, as incorporator of the Corporation.

Witness my hand and seal this 20 day of May, 2002.

Witnesses:


AMBER L. BROWN


JONI L. BUSCEMA


GEORGE N. KLIMIS