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AUTHORIZATION :

COST LIMIT : \$ *78.75*
Patricia P. Pitts

ORDER DATE : June 18, 2002

ORDER TIME : 1:05 PM

ORDER NO. : 627304-005

CUSTOMER NO: 100198A

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CUSTOMER: Henry M. Cooper, Esq
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: BRIARCLIFF INVESTMENTS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

[Signature]
6/19

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TALLAHASSEE FLORIDA

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02 JUN 18 PM 2:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRIARCLIFF INVESTMENTS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be Briarcliff Investments, Inc.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 4173 N.W. 60th Circle, Boca Raton, Florida 33496.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Corporation is hereby indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director and/or officer in connection with any proceeding or any settlement of any proceeding to which such director and/or officer may be a party, or in which same may become involved by reason of same

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being a director or officer of the Corporation, whether or not same is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such parties' duties; provided, however, that in the event of a settlement, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII: BY-LAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation and, thereafter, may be amended, altered or rescinded in the manner provided for by the Bylaws.

ARTICLE VIII: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 4173 N.W. 60th Circle, Boca Raton, Florida 33496. The name of the initial registered agent at that address is Jerome Feig.

ARTICLE IX: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of two (2) members, the name and addresses of whom is:

<u>NAME</u>	<u>ADDRESS</u>
Jerome Feig	4173 N.W. 60th Circle Boca Raton, Florida 33496

ARTICLE X: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE XI: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Jerome Feig
4173 N.W. 60th Circle
Boca Raton, Florida 33496

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 17 day of June, 2002.



Jerome Feig

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Jerome Feig

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