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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**BRAND NEW MINDS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$78.75

8-27-02  
[Signature]

**ARTICLES OF INCORPORATION**

**OF**

**BRAND NEW MINDS, INC.**

A Florida Corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is:

**BRAND NEW MINDS, INC.**  
3777 Falcon Ridge Circle  
Weston, Florida 33331-5021

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V  
EXISTENCE**

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: LILLIAN SARDINAS  
INITIAL REGISTERED OFFICE: 7171 CORAL WAY  
SUITE #303  
MIAMI, FL 33155

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

LILLIAN SARDINAS  
REGISTERED AGENT

By:   
Lillian Sardinas

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is One (1). The number of directors may increased or decreased from time to time, by the By-laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the members of the initial Board of Directors are:

Andrew Hayward Smith  
3777 Falcon Ridge Circle  
Weston, Florida 33331-5021

**ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X  
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Lillian Sardinas  
7171 Coral Way  
Suite #303  
Miami, Florida 33155

**ARTICLE XI  
AMENDMENT OF ARTICLES**

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

