

CORLESS & ASSOCIATES, PLC
A LEGAL SOLUTIONS COMPANY
4016 Henderson Boulevard
Tampa, Florida 33629

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August 31, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-09/05/02--01012--019
*****78.50 *****78.50

RE: Brymar Corporation
Articles of Organization/Original Appointment of Agent

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization for Brymar Corporation. Also enclosed you will find my check in the amount of \$78.50, which pays the filing fee of \$35.00, the Registered Agent fee of \$35.00, and the Certified Copy fee of \$8.75.

Please file and provide a certified "filed" copy to me, together with any information you commonly provide to new corporations. Thank you for your assistance in this matter and please call with any questions or concerns.

Best regards.

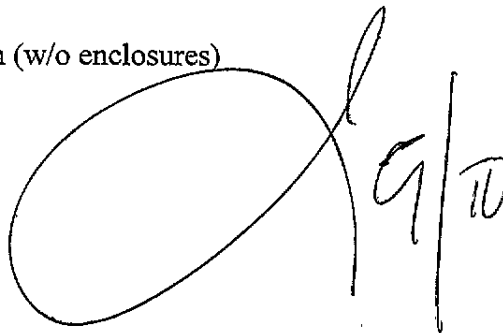
Very truly yours,



Ted A. Corless

TAC/dem

cc: William Goldstein (w/o enclosures)



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BRYMAR CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I
Name

The name of the Corporation is Brymar Corporation.

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 1718 Iverness Court, Longwood, Florida 33729.

ARTICLE III
Shares

The Corporation shall have authority to issue 20 common shares with a par value of \$.01 per share.

ARTICLE IV
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is Corless & Associates, PLC, 4016 Henderson Boulevard, Tampa, Florida 33629 and the name of the Corporation's initial registered agent at that address is Theodore A. Corless, Esq..

ARTICLE V
Incorporator

The name and address of the incorporator are Theodore A. Corless, Corless & Associates, PLC, 4016 Henderson Boulevard, Tampa, Florida 33629.

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TALLAHASSEE FLORIDA

ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address are William Goldstein, 1718 Iverness Court, Longwood, Florida 33729.

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 31st day of August, 2002.

CORLESS & ASSOCIATES, PLC

By: Theodore A. Corless
Theodore A. Corless, Esq.,

Incorporator for Brymar Corporation

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 31ST day of August 2002

CORLESS & ASSOCIATES, PLC

By: Theodore A. Corless
Theodore A. Corless, Esq.,

Incorporator for Brymar Corporation

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