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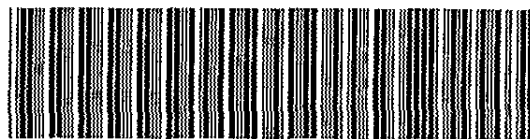
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Certificates of Status ☒

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FILED  
02 DEC 24 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-30-02  
P0-05-21

LAW OFFICES  
OF  
**C. ANTHONY RUMORE**

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*C. Anthony Rumore, Esq.*  
Attorney At Law

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December 19, 2002

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: **BRAND EQUITY MARKETING CORP.**

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the Articles of Incorporation together with the corresponding check in the amount of \$78.75, to cover the cost of filing, Registered Agent and Certificate of Status.

Sincerely,



C. Anthony Rumore

FILED

02 DEC 24 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BRAND EQUITY MARKETING CORP.**

**ARTICLE I**  
**NAME**

The name of this corporation ("Corporation") is BRAND EQUITY MARKETING CORP.

**ARTICLE II**  
**DURATION**

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**  
**INITIAL PRINCIPAL OFFICE**

The street and mailing address of the corporation's initial principal office is:

4100 Galt Ocean Drive  
# 1206  
Fort Lauderdale, FL 33308

**ARTICLE V**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$0.10 per share.



**ARTICLE VI  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Courtlandt T. McQuire  
4100 Galt Ocean Drive  
# 1206  
Fort Lauderdale, FL 33308

**ARTICLE VIII  
DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time according to the bylaws. The initial directors shall be:

Courtlandt T. McQuire  
4100 Galt Ocean Drive  
# 1206  
Fort Lauderdale, FL 33308

**ARTICLE IX  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

A handwritten signature, possibly "CJM", is written in the bottom right corner of the page.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE X OTHER PROVISIONS

Corporation Type. This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code of 1952, as amended.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

## ARTICLE XI INCORPORATORS

The names and residence address of the incorporators are:

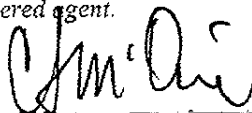
Courtlandt T. McQuire  
4100 Galt Ocean Drive  
# 1206  
Fort Lauderdale, FL



Incorporator

Date: 12-18-02

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.*



Courtlandt T. McQuire

12/18/02  
Date