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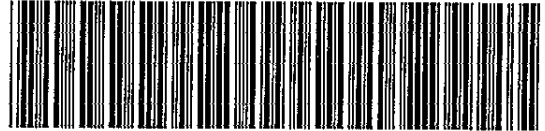
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**DAVID R. FARBSTAIN**

Attorney At Law

8010 N. University Drive, Second Floor  
Tamarac, Florida 33321

Telephone (954) 586-0441  
Fax (954) 586-0444

Jan. 9, 2002

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: Brainers Investments Group, Inc.

Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation.  
with Registered Agent Certificate.

Also enclosed is my trust account check no. 1542 in the amount of \$70.00 for the filing fee.

Very truly yours,

  
DAVID R. FARBSTAIN, ESQ.

DRF/me

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ARTICLES OF INCORPORATION  
OF  
BRAINERS INVESTMENTS GROUP, INC.

03 JAN 27 AM 11:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this Corporation is BRAINERS INVESTMENTS GROUP, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

2901 W. Oakland Park Blvd., Suite B 11, Ft. Lauderdale, Fl. 33311 and

the name of the initial registered agent of this corporation is:

FREDO PIERRE LOUIS, whose address is 2901 W. Oakland Park Blvd.,

Suite B 11, Ft. Lauderdale, Fl. 33311.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTAIN, ESQ.  
8010 N. Univ. Dr., 2nd Fl.  
Tamarac, Fl. 33321  
Fla. Bar No. 198889  
954-586-0441

ARTICLE VI - Initial Board of Directors

This corporation shall have four (4) Directors initially. 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:

FREDO PIERRE LOUIS	2012 NW 11th Ave. Ft. Lauderdale, Fl. 33311
ERIOUS THOMAS	4643 Betelnut St. Boca Raton, Fl. 33428
ROGER LAVAUD JUDE	2810 NW 55th Ave. Lauderhill, Fl. 33313
RENEL MARCELUS	6711 NW 60th St. Tamarac, Fl. 33321

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles are:

ERIOUS THOMAS	4643 Betelnut St. Boca Raton, Fl. 33428
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ARTICLE VIII - Amendments

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 13 day of January, 2003.

  
ERIOUS THOMAS

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, ERIUS THOMAS, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following types of identification to the undersigned, to-wit: FL Driver's License.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1<sup>st</sup> day of January, 2003.

  
NOTARY PUBLIC

My Commission Expires:


CERTIFICATE DESIGNATING CHANGE OF PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

FIRST: That BRAINERS INVESTMENTS GROUP, INC. is qualified to  
do business under the laws of the State of Florida with its principal  
office at: 2901 W. Oakland Park Blvd., Suite B 11, Fort Lauderdale,  
Fl. 33311 and has appointed FREDO PIERRE LOUIS, of 2901 W. Oakland  
Park Blvd., Suite B 11, Fort Lauderdale, Fl. 33311 as its agent to  
accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation, a place designated in this certificate, I am familiar  
with, and hereby accept the duties and responsibilities as registered  
agent for said corporation and agree to comply with the provisions of  
said Act relative to keeping open said office.

  
FREDO PIERRE LOUIS  
Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA