

**Electronic Articles of Incorporation
For**

P03000067900
FILED
June 19, 2003
Sec. Of State

BRAINPOD INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BRAINPOD INC

Article II

The principal place of business address:

3721 W. STATE ROAD 84
SUITE 101
DAVIE, FL. 33312

The mailing address of the corporation is:

3721 W. STATE ROAD 84
SUITE 101
DAVIE, FL. 33312

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

JACOB D KARDEN
3721 W. STATE ROAD 84
SUITE 101
DAVIE, FL. 33312

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JACOB KARDEN

Article VI

The name and address of the incorporator is:

JACOB KARDEN
3721 W. STATE ROAD 84
SUITE 101
DAVIE, FL 33312

Incorporator Signature: JACOB KARDEN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ALEC P EFFRAT
3721 W. STATE ROAD 84, APT 101
DAVIE, FL. 33312

Title: VP
JACOB D KARDEN
3721 W. STATE ROAD 84, APT 101
DAVIE, FL. 33312