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SECRETARY OF STATE
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Brittany Holdings, Inc.

Signature _____

Requested by: WL

Name _____

Date 2/23

Time 11:00

Walk-In _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

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_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

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☒ Cert. Copy _____

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_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

ARTICLES OF INCORPORATION

FILED

OF

BRITTANY HOLDINGS, INC.

2005 FEB 23 P 12: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby files for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

BRITTANY HOLDINGS, INC.

The principal place of business of this corporation shall be:

**500 Highland Avenue
Tarpon Springs, Florida 34689**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is **100** shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the initial registered office of the corporation shall be:

**500 Highland Avenue
Tarpon Springs, Florida 34689**

The initial registered agent of the corporation **Dean Cosgrove**, whose address is **500 Highland Avenue, Tarpon Springs, 34689**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors are:

Dean Cosgrove	500 Highland Avenue Tarpon Springs, Florida 34689
Gerald W. Coleman	1915 Lexington Place Tarpon Springs, Florida 34688
Jean S. Coleman	1915 Lexington Place Tarpon Springs, Florida 34688
Carolyn Jelnicky	1631 Pond View Court Palm Harbor, Florida 34683
Frank Jelnicky	1631 Pond View Court Palm Harbor, Florida 34683
N. Michael Kouskoutis	623 East Tarpon Avenue Tarpon Springs, Florida 34689

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Dean Cosgrove	President
500 Highland Avenue	
Tarpon Springs, Florida 34689	

Frank Jelnicky
1631 Pond View Court
Palm Harbor, Florida 34688

Secretary

Gerald W. Coleman
1915 Lexington Place
Tarpon Springs, Florida 34688

Vice-President

Carolyn Jelnicky
1631 Pond View Court
Palm Harbor, Florida 34683

Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Dean Cosgrove
500 Highland Avenue
Tarpon Springs, Florida 34689


Dean Cosgrove

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22 day of February,
2005 by **Dean Cosgrove**.


NOTARY PUBLIC

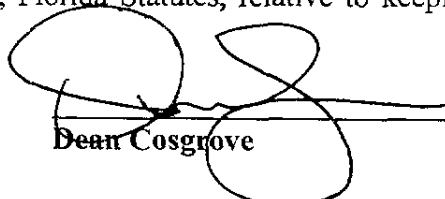
My Commission Expires:



N. Michael Kouskoutis
MY COMMISSION # DD165430 EXPIRES
February 3, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.


Dean Cosgrove