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2005 OCT -6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Hampton OCT 10 2005



LAW OFFICE OF
SHERMAN M. BROD
3314 HENDERSON BLVD., SUITE 100
TAMPA, FLORIDA 33609

e-mail: brod@usa.com

REAL ESTATE
TRIAL PRACTICE
PERSONAL INJURY

PLEASE REPLY TO:
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PHONE: (813) 874-7700
FAX: (813) 874-9199

October 3, 2005

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brand Resources, Inc.

Dear Sirs:

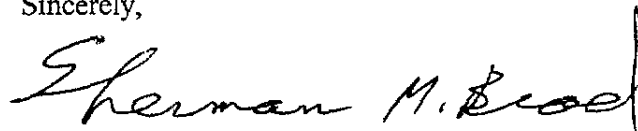
Enclosed is the original and one copy of the Articles of Incorporation of the above-named corporation. Please file the original, certify the copy and return the certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is my check in the amount of \$78.75 for:

Filing Fee:	\$ 35.00
Registered Agent Designation:	35.00
Certified Copy:	<u>8.75</u>
Total:	\$ <u>78.75</u>

Thank you for your assistance in this matter.

Sincerely,


Sherman M. Brod

SMB/sg
Enclosures:

cc: Brand Resources, Inc.

ARTICLES OF INCORPORATION
OF
BRAND RESOURCES, INC.

EFFECTIVE DATE
10/03/2005

THE UNDERSIGNED INCORPORATORS HEREBY executes these Articles of Incorporation, for the purpose of becoming a corporation for profit under the laws of the State of Florida.

FIRST: CORPORATE NAME

The name of this corporation shall be:

BRAND RESOURCES, INC.

SECOND: COMMENCEMENT AND DURATION

Corporate existence shall commence on October 3, 2005, and the original of these Articles of Incorporation shall be mailed to Secretary of State on that same date; and shall continue perpetually until dissolved by due process of law.

THIRD: PRINCIPAL OFFICE & REGISTERED OFFICE AND AGENT

The street address of the initial principal office shall be:


908 W. North A St.
Tampa, FL 33606

and the street address of the registered office, and the name of the initial registered agent, of this corporation are:

Registered Office: 3314 Henderson Blvd., Suite 100
Tampa, FL 33609

Registered Agent: SHERMAN M. BROD

I, the above named Registered Agent, do hereby accept such designation, and the duties imposed thereby.


SHERMAN M. BROD, Registered Agent

2005 OCT -6 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FOURTH: GENERAL PURPOSE AND POWERS

This Corporation is being organized to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act, and it shall possess and may exercise all of the corporate powers enumerated in said Act. More particularly, without limitation, this Corporation may do any or all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

1. Sell goods and/or services, and accept fees, commissions and/or profits for the same.
2. Become licensed by any licensing authority to engage in any profession or occupation which requires a corporation to be so licensed.
3. Act as an agent of or for any individual, firm or corporation which so authorizes this Corporation.
4. To purchase, lease, receive or otherwise acquire; own, vote, improve or use; sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of; any and all personal and/or real property or any interest therein, wherever situated, specifically including, without limitation, land, buildings, business concerns and undertakings, shares of stock in domestic or foreign corporation, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, franchises and other things of value.
5. To make contracts and guarantees and incur liabilities, to borrow or lend money, issue or receive notes, bonds and other obligations, and to act as guarantor for others; including, without limitation, officers, directors and employees of this Corporation.
6. To make donations for the public welfare or for charitable, scientific or educational purposes.
7. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees, and for any or all of the directors, officers and employees of its subsidiaries.
8. To have and exercise all powers necessary or convenient to affect its corporate purposes.

FIFTH: OFFICERS

The daily affairs of this corporation shall be administered by a President, a Vice-President, a Secretary and a Treasurer. The initial officers shall be elected at the organizational meeting of the initial Board of Directors. Additional offices may be established or deleted from time to time, by the By-laws of the Corporation. Any one person may hold any one or more offices at the same time.

SIXTH: CONFLICTS ALLOWED

No contract, act or other transaction between this Corporation and any number of Directors and Officers of this Corporation; whether said Directors or Officers are acting individually or through any firm, association or other corporation with which they may be interested in any manner; shall be affected or invalidated for that reason. Further, any Director and/or Officer of this Corporation may vote upon any Contract, act or any other transaction between this Corporation and himself or any other entity in which he may in anywise be interested; and, in the absence of fraud, he is hereby relieved from any liability that might otherwise exist from such contracting.

SEVENTH: BY-LAWS

The By-Laws of this Corporation may contain any and all provisions for the regulation and management of the affairs of this Corporation, which are not inconsistent with law, or with any of these Articles of Incorporation. The initial By-Laws of this Corporation shall be adopted by the initial Board of Directors. Thereafter, only the Stockholders shall have the right to adopt additional By-Laws, or to alter, amend or repeal an existing By-Law. The vote of a majority of the shares of stock issued and outstanding (excluding treasury stock) shall be required to adopt, alter, amend or repeal a By-Law.

EIGHTH: DIRECTORS REQUIRED

All corporate powers shall be exercised by or under the authority of, and this Corporation's business and affairs shall be managed under the direction of a Board of Directors. The number of Directors shall be fixed by the By-Laws, and may be increased or decreased from time to time, by amendment of said By-Laws. The By-Laws may provide that the number of Directors shall always be equal to the number of Stockholders. Also, the By-Laws may provide that a person must be a shareholder, to be eligible to be a Director.

NINTH: JOINT MEETING - SEPARATE VOTES

In the event that the By-Laws provide that the number of Directors shall be equal to the number of Stockholders; and in the event that the By-Laws provide that a person must be a shareholder to be eligible to be a Director; then each annual or special meeting shall be conducted as a joint meeting of Stockholders and of Directors. At all such meetings a Stockholder's vote shall be required as to any matter which either the laws of this State, these Articles of Incorporation, or the By-Laws of this Corporation, specifically reserve to the stockholder. All other matters shall be decided by a Director's vote. Each stockholder present, in person or by proxy, shall have one vote for each share of stock held by him of record, when a stockholder's vote is required. If a stockholder's vote is not required, then each stockholder present shall have one vote, regardless of the number of shares of stock held by him. The Secretary shall indicate upon the Minutes whether a stockholder's vote, or a director's vote was taken as to each matter presented, unless the decision is unanimous.

TENTH: AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the number of shares of stock issued and out standing (excluding treasury stock).

ELEVENTH: AUTHORIZED CAPITAL STOCK

The authorized capital stock of this Corporation shall be \$7,000.00 consisting of 7,000 Shares of Common Stock of the par value of ONE AND NO/100 (\$1.00) DOLLAR each.

TWELFTH: INITIAL BOARD OF DIRECTORS AND INCORPORATORS

The name and address of the initial Incorporator and the initial Director of the initial Board which consists of one (1) director:

INCORPORATOR & DIRECTOR

ADDRESS

Maria Mogyorossy

908 W. North A St.
Tampa, FL 33606

IN WITNESS WHEREOF, the incorporator has executed these Articles of incorporation on October 3, 2005.

 (seal)
MARIA MOGYOROSSY, Incorporator

ACKNOWLEDGMENT

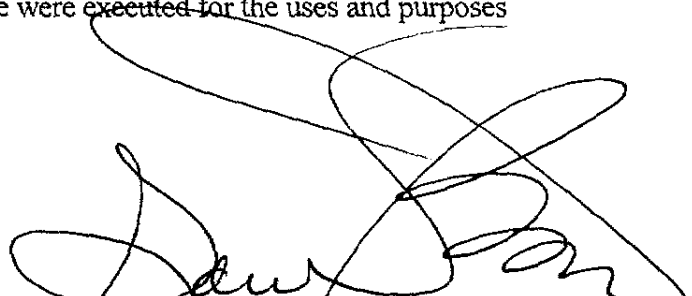
STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

BEFORE ME the undersigned authority, personally appeared:

MARIA MOGYOROSSY

_____ who is personally known to me, or
_____ who has produced for identification _____
who, upon being duly sworn, deposes and says that he executed the above and foregoing
Articles of Incorporation; and that the same were executed for the uses and purposes
expressed therein.

DATED: October 3, 2005



NOTARY PUBLIC
State of Florida at Large.

My commission expires:

