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ARTICLES OF INCORPORATION
OF
Brandor Corp.

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I NAME

The name of the Corporation shall be: Brandor Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 867
Fort Myers, Florida 33902

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,500 at \$0.01 par value per share.

ARTICLE IV OFFICERS/INITIAL DIRECTORS

The name(s) and address(s) of the Officers/initial Director(s) is/are:

Officers:

President: Joe Ricupero

Vice President:

Treasurer: Joe Ricupero

Secretary: Joe Ricupero

Directors:

Joe Ricupero 94 Covert Ave. Stewart Manor, New York 11530

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

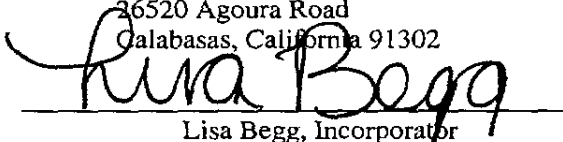
The name and Florida street address of the initial registered agent is:

Joe Ricupero
2715 Market St.
Fort Myers, Florida 33901

ARTICLE VI INCORPORATOR

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

Lisa Begg
26520 Agoura Road
Calabasas, California 91302

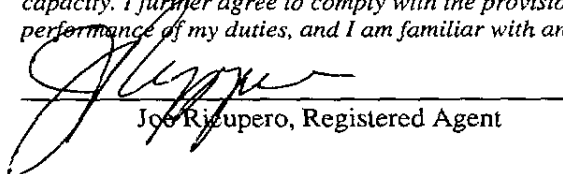


Lisa Begg, Incorporator

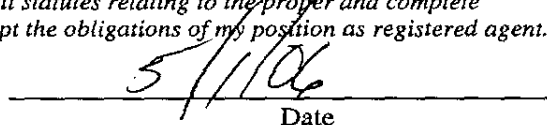


Date

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.



Joe Ricupero, Registered Agent



Date

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