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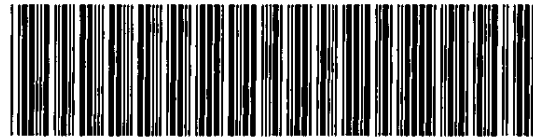
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 17, 2006

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BRIGHTWELL CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: David Brightwell
Name (Printed or typed)

921 SE 19th Street
Address

Ocala, FL. 34471
City, State & Zip

352-732-4150
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
BRIGHTWELL CORPORATION

The undersigned subscriber to these articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be: BRIGHTWELL CORPORATION

ARTICLE II
ADDRESS

The principal office and the mailing address of this corporation shall be: 921 19th Street, Ocala, FL, 34471.

ARTICLE III
PURPOSE

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

No holder of shares of stock of any class shall have any preemptive right to subscribe to our purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

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TALLAHASSEE, FLORIDA

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V **TERM**

This corporation shall have a perpetual existence.

ARTICLE VI **REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for the corporation shall be DAVID BRIGHTWELL and the Registered Office shall be located at 921 SE 19th street, Ocala, Florida 34471, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law.

ARTICLE VII **OFFICERS AND OR DIRECTORS**

The officers of the Corporation shall be:

President:	David W. Brightwell
Vice President:	Olga B. Brightwell
Secretary:	Olga B. Brightwell
Treasurer:	David W. Brightwell

Whose address shall be the same as the principal office of the Corporation.

ARTICLE VIII **POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX
SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholder(s) of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholder(s) of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholder(s) of this Corporation, without the written consent of all the shareholder(s) of this Corporation shall take any action, or make any transfer of other disposition of the shareholder(s) shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE X
SHAREHOLDER(S) RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholder(s) Restrictive Agreement containing numerous restrictions on the rights of shareholder(s) of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder(s) Restrictive Agreement, if any, is on the file at the principal office of the Corporation.

ARTICLE XI
BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent of vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to make any action for the making, alteration amendment or repeal of the Bylaws.

partnership, joint venture, trust, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation otherwise to indemnify or advance expenses to any such person by contract or by any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

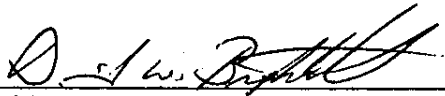
ARTICLE XIII **EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV **AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ocala, Marion County, Florida this 11 day of July 2006.



David W. Brightwell, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.




David W. Brightwell, Registered Agent

11 July 2006
Date

Before my, the undersigned notary public, personally appeared, David W. Brightwell, who is personally known to me and is the person described in and who executed the subscribed to the foregoing Articles of Incorporation, and acknowledged before me that he executed and subscribed to the same for the purpose therein expressed.

Dated: 7-11-06



Notary Public

My Commission expires:



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