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(Requestor's Name)

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(City/State/Zip/Phone #)

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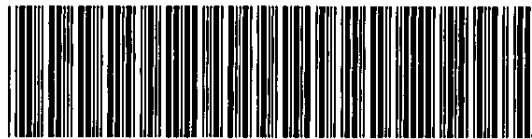
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE JUN - 4 2007



Henderson|Franklin  
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May 29, 2007

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

Re: Brunswick Associates, Inc.


Dear Ladies/Gentlemen:

Enclosed for filing please find:

1. **Articles of Incorporation for Brunswick Associates, Inc.,** as a new Florida corporation.
2. **Articles of Merger**, merging Brunswick Associates, Inc., a Vermont corporation into Brunswick Associates, Inc., a Florida corporation. ***Please file the Articles of Merger only after the filing and creation of Brunswick Associates, Inc., a Florida corporation. Kindly insert the Document Number in the Articles, after Brunswick Associates, Inc., is formed..***
3. **Plan of Merger**, in accordance with F.S. 607.1105.
4. **Filing Fees** of \$157.50, calculated as follows: New corporation with Certified Copy = \$78.50; 2 party merger with certified copy = \$78.50.

Please return the Certified Copies to the address above. Should you require anything further, please contact me.

Sincerely,



David M. Platt

DMP/sab  
Enclosures

Henderson, Franklin, Starnes & Holt, P.A.

FAX AUDIT NO.:

**ARTICLES OF INCORPORATION  
OF  
BRUNSWICK ASSOCIATES, INC.**

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SECRETARY OF STATE

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation shall be BRUNSWICK ASSOCIATES, INC. The initial principal business address of the corporation is 691 Cardium Street, Sanibel, Florida 33957.

**ARTICLE 2  
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 3  
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 4  
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

**NAME**

**ADDRESS**

Richard F. Herbster

691 Cardium Street  
Sanibel, Florida 33957

**ARTICLE 5  
DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The

FAX AUDIT NO.:

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corporation shall have one Director initially, and the name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard F. Herbster	691 Cardium Street Sanibel, Florida 33957
Carol E. Herbster	691 Cardium Street Sanibel, Florida 33957

**ARTICLE 6**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

**ARTICLE 7**  
**SHAREHOLDERS' AGREEMENT**

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

**ARTICLE 8**  
**INCORPORATOR**

The name and the address of the person signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard E. Herbster	691 Cardium Street Sanibel, Florida 33957

These Articles of Incorporation have been executed this 21<sup>st</sup> day of May, 2007.



Richard F. Herbster, Incorporator

FAX AUDIT NO.:

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.



Richard F. Herbst  
Resident Agent

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TALLAHASSEE, FLORIDA