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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 18 2008

D.A. WHITE

LAW OFFICES

WESTON, GARROU, DEWITT & WALTERS

A PARTNERSHIP OF PROFESSIONAL BUSINESS ENTITIES

781 DOUGLAS AVENUE

ALTAMONTE SPRINGS, FLORIDA 32714

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(407) 975-9150

REPLY TO  
FLORIDA

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DEREK B. BRETT<sup>2,6</sup>

OF COUNSEL

CATHY E. CROSSON<sup>1,3</sup>  
A. DALE MANICOM<sup>1</sup>  
JEROME H. MOONEY<sup>1,7,†</sup>

- 1 ADMITTED IN CALIFORNIA
- 2 ADMITTED IN FLORIDA
- 3 ADMITTED IN INDIANA
- 4 ADMITTED IN TEXAS
- 5 ADMITTED IN MASSACHUSETTS
- 6 ADMITTED IN DISTRICT OF COLUMBIA
- 7 ADMITTED IN UTAH
- 8 ADMITTED IN NEVADA
- 9 ADMITTED IN PENNSYLVANIA
- 10 ADMITTED IN CONNECTICUT

- † A CALIFORNIA PROFESSIONAL CORPORATION
- \* A FLORIDA PROFESSIONAL ASSOCIATION
- ◊ A NEVADA PROFESSIONAL CORPORATION

PRINCIPAL OFFICE  
LOS ANGELES, CALIFORNIA

WILSHIRE BUNDY PLAZA  
12121 WILSHIRE BLVD., SUITE 900  
LOS ANGELES, CA 90025-1176  
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LAS VEGAS OFFICE

732 SOUTH SIXTH STREET, SUITE 250  
LAS VEGAS, NV 89101-6927  
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SAN DIEGO OFFICE

1205 J STREET, SUITE 8  
SAN DIEGO, CA 92101-7500  
FAX (619) 239-1717  
(619) 232-3255

February 13, 2008

VIA FEDEX DELIVERY

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Brain Housing Group, Inc.

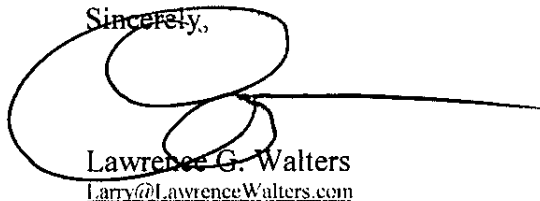
Dear Correspondent:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation and our firm's check in the amount of \$78.75 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,



Lawrence G. Walters  
[Larry@LawrenceWalters.com](mailto:Larry@LawrenceWalters.com)

LGW/lb  
Encls.

**ARTICLES OF INCORPORATION  
OF  
BRAIN HOUSING GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be: Brain Housing Group, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of this corporation's principal office shall be: 2214 Charlevoix Ct., Roanoke, VA  
24015

**ARTICLE III. MAILING ADDRESS**

The mailing address of the corporation is: 781 Douglas Ave., Altamonte Springs, FL 32714.

**ARTICLE IV. PURPOSE**

Any and all lawful business in the State of Florida.

**ARTICLE V. INITIAL DIRECTORS**

Name:

Address:

Ryan Lebsock

214 Charlevoix Ct.  
Roanoke, VA 24015

**ARTICLE VI. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 shares of common capital stock at a  
par value of \$1.00 per share.

**ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital  
stock of the same kind, class, or series, as that which the shareholder already holds, shall have the  
preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance  
of fractional shares) at the price at which such shares are offered to others.

### **ARTICLE VIII. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."


### **ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT**

The name of the individual who shall serve as this corporation's initial registered agent and address is Lawrence G. Walters Esq., 781 Douglas Avenue, Altamonte Springs, FL 32714.


**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

Lawrence G. Walters, Esq., 781 Douglas Avenue, Altamonte Springs, FL 32714.

  
Lawrence G. Walters- Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Brain Housing Group, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Brain Housing Group, Inc.

  
Lawrence G. Walters - Registered Agent

State Of Florida  
County Of Seminole

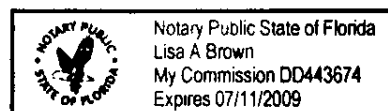
On 02/13/08, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Brain Housing Group, Inc.

  
Notary Public

LISA A. BROWN  
(Printed or Typed Name)

Notary Public - State of Florida  
my commission expires: 07/11/09

(SEAL)



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