

AUG. 6, 2010 1:18 AM

Division of Corporations

NO. 6737

P. 1

Page 1 of 1

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Breuer Investment Counselors, Inc.

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FLORIDA DEPARTMENT OF REVENUE

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NO. 6797 P. 2

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ARTICLES OF INCORPORATION

OF

BREUER INVESTMENT COUNSELORS, INC.

THE UNDERSIGNED, acting as sole incorporator under Chapter 607 of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for BREUER INVESTMENT COUNSELORS, INC., a Florida corporation (the "*Corporation*");

ARTICLE I
NAME

The name of the Corporation is "Breuer Investment Counselors, Inc."

ARTICLE II
SHARES

The number of shares which the Corporation shall have authority to issue is One Thousand (1,000), consisting of a single class of common stock, One Dollar (\$1.00) par value per share.

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the Corporation's corporate existence shall be deemed to have commenced on the date on which these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is:

4767 New Broad Street, Suites 307-308
Orlando, Florida 32814

The location of the Principal Office shall be subject to change as provided in Bylaws duly adopted by the Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, and the registered agent at such address are as follows:

N. Dwayne Gray Jr., Esq.
c/o Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time pursuant to Bylaws duly adopted by the Corporation, but in no event shall the number of directors be less than one (1). The name and address of the person who is to serve as the initial director until the first annual meeting of the shareholders of the Corporation or until a successor director is or successor directors are elected and qualified is as follows:

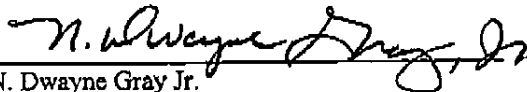
N. Bradford Breuer
4767 New Broad Street, Suites 307-308
Orlando, Florida 32814

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the Corporation are as follows:

N. Dwayne Gray Jr., Esq.
c/o Zimmerman, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801

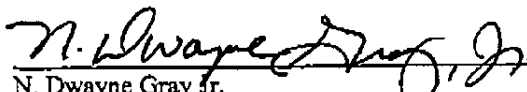
IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 6th day of August, 2010.


N. Dwayne Gray Jr.
Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as registered agent of the Corporation.

DATED this 6th day of August, 2010.


N. Dwayne Gray Jr.
Registered Agent

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