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**Jeffrey B. Bock**  
**Attorney at Law**

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Clearwater, FL 34620  
(813)524-1116

February 28, 1995

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

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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Re: Brace Associates, Inc.

Greetings:

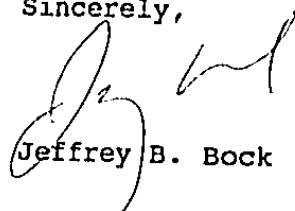
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me. I do not want a certified copy.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- X 1. Articles Of Incorporation filing fee, \$35.00  
X 2. Registered Agent Designation Filing Fee \$35.00

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

  
Jeffrey B. Bock

cc: Budwin B. Brace

Enclosures

FILED  
55 MAR -2 1995  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BRACE ASSOCIATES, INC.

8 MAR 12 1964  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Brace Associates, Inc..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations, Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 no par value par value shares of common capital stock.

ARTICLE V. 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 VI. 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

Articles Of Incorporation Of Brace Associates, Inc.

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 VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Budwin B. Brace.

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

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

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8417 Kenton Road, Wesley Chapel, FL 33544.

The name of the individual who shall serve as this corporation's initial registered agent at Jeffrey B. Bock, 5770 Roosevelt Blvd., Suite 602, Clearwater, FL. 34620

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Budwin B. Brace, 8417 Kenton Road, Wesley Chapel, FL 33544.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Budwin B. Brace  
Budwin B. Brace - Incorporator

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

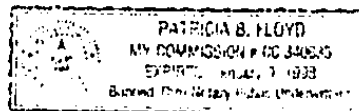
Jeffrey B. Bock  
Jeffrey B. Bock - Registered Agent

State Of Florida  
County Of Pinellas

On February 28, 1995, Jeffrey B. Bock, designated above as the individual who shall serve as the corporation's initial registered agent and Budwin B. Brace incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Brace Associates, Inc..

Patricia B. Floyd  
Notary Public

PATRICIA B. FLOYD  
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

(SEAL)

1/9/98 # CC 340625-

Articles Of Incorporation Of Brace Associates, Inc.

**Brace Associates, Inc.  
REGISTERED AGENT DESIGNATION CERTIFICATE**

The undersigned, as an officer of Brace Associates, Inc., authorized to sign this designation on behalf of Brace Associates, Inc., hereby states:

I.

The address of this corporation's registered office, where service of process within the State Of Florida may be served upon this corporation's registered agent, shall be:

5770 Roosevelt Blvd.  
Suite 602  
Clearwater, Florida 34620

II.

The name of the individual who shall serve as this corporation's registered agent, to accept service of process within the State Of Florida, at that address is:

Jeffrey B. Bock.

Budwin B. Brace  
Corporate Officer Budwin B. Brace, President

**ACCEPTANCE**

Having been named as the registered agent, to accept service of process, within the State Of Florida, at the registered office address indicated above, for Brace Associates, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Brace Associates, Inc..

Jeffrey B. Bock  
Registered Agent Jeffrey B. Bock

Registered Agent Designation Certificate

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