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Law Offices Of
Greg Ross & Associates

Greg Ross
Admitted to Florida
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Admitted to Florida Bar

Of Counsel:
Burt E. Eisenberg
Admitted to Florida Bar
Murvin Yaker
Admitted to Florida
and New York Bars
Bruce I. Schreiber
Admitted to Connecticut Bar

April 11, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED 4/15/95
DEPT. OF STATE
TALLAHASSEE, FL
*** 11:00 AM ***

Re: Incorporation of Brand Resources, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- 1) Original and one (1) copy of Articles of Incorporation of the above captioned Corporation containing the Registered Agent Designation.
- 2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

Filing Fee	\$35.00
Certificate Under Seal	\$52.50
Registered Agent Designation	\$35.00

TOTAL ENCLOSED \$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,

BY: 
GREG ROSS

GR/mmk
enclosure

ARTICLES OF INCORPORATION

OF

BRAND RESOURCES, INC.

FILED
95 APR 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be Brand Resources, Inc. The Principal address of the Corporation will be 10205 NW 53rd Street, Sunrise, FL 33351.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time fifteen (1,500) hundred shares at \$1.00 par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 400 SE 8th Street, Ft. Lauderdale, FL 33316 and the name of the initial registered agent at that address is Greg Ross, Esquire.

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Ed Schwartz

953 Falling Water Road
Weston, Ft. Lauderdale, FL 33326

ARTICLE EIGHT
INDEMNIFICATION

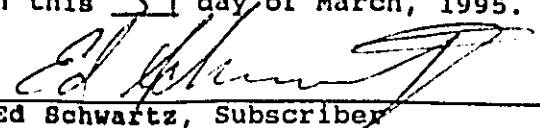
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE NINE
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

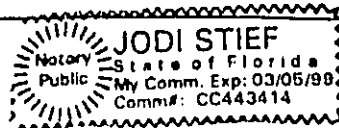
IN WITNESS WHEREOF, the undersigned subscribers have executed

these Articles of Incorporation this 31 day of March, 1995.


Ed Schwartz, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared Ed Schwartz known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and Ed Schwartz acknowledged before me that he executed those Articles of Incorporation and acknowledged before me this 31 day of MARCH, 1995, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC


PRINTED NAME

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May be Served

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

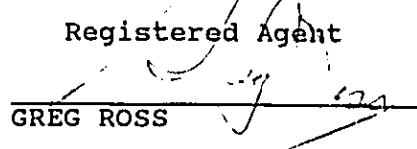
That Brand Resources, Inc. desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in
the Articles of Incorporation at 10205 NW 53rd Street, Sunrise, FL
33351, County of Broward, State of Florida, has named Greg Ross
located at 400 SE 8th Street, Ft. Lauderdale, FL 33316 County of
Broward, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties
and responsibilities as registered agent for said Corporation.

Registered Agent

By


GREG ROSS

FILED
05 APR 16 PM 2:27
SECRETARY OF STATE
FLORIDA