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TALLAHASSEE, FL 32301
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9500030687

ACCOUNT NO. : 0721000032

REFERENCE : 581860 10264A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 19, 1995

ORDER TIME : 11:38 AM

ORDER NO. : 581860

CUSTOMER NO: 10264A

CUSTOMER: John Fenniman, Esq
JOHN FENNIMAN, CHARTERED

735 Colorado Avenue

Stuart, FL 34994

80000146026A
-04/19/95--01047--010
***131.25 ***131.25

DOMESTIC FILING

NAME: BRENHEID, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN APR 19 1995

RECEIVED
95 APR 19 PM 3:19
FILED
DIVISION OF STATE CREATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN FENNIMAN, CHARTERED

ATTORNEYS AT LAW
735 COLORADO AVENUE
P. O. BOX 2473
STUART, FLORIDA 34905

JOHN FENNIMAN

TELEPHONE
407-287-4300

April 19, 1995

VIA HAND DELIVERY

State of Florida
Secretary of State
The Capitol
Tallahassee, FL 32301

RE: Corporate filings

Gentlemen:

Enclosed for filing are the **Articles of Incorporation of Brenheid, Inc.**, together with a duplicate counterpart which we request that you certify and return together with a Certificate of Status of the newly formed corporation. Our firm's payable to the Secretary of State in the amount of \$131.25 is enclosed for fees as follows:

Filing Fee w/Certified Copy	122.50
Certificate of Status	<u>8.75</u>
Total	<u>\$131.25</u>

Please deliver the certified copy of the Articles, together with the Certificate of Status to an agent for Corporation Information Services for return to our office.

Should you have any questions or need additional information, please contact the undersigned or Jan Fenniman at (407) 287-4300.

Sincerely,


John Fenniman

JF/jmr

Enclosures

FILED
95 APR 19 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRENHEID, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **BRENHEID, INC.**

ARTICLE II - DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are:

1. Planning, development and construction of residential and commercial real estate projects.
2. To enter into, make and perform contracts of every kind and description with any person, firm, association, limited partnership, partnership, corporation, municipality, county, state, or governmental agency, and to act in any capacity whatsoever for any partnership or limited partnership and to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property and to generally buy, develop, plan, sell, lease, manage, operate, and deal in land or interests in real property, houses, buildings, or other improvements.
3. To engage in any activity or business permitted under the laws of the United States or the State of Florida.
4. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and for the purpose of transacting any or all lawful business. The Corporation shall have all the enumerated powers set forth in the Florida Business Corporation Act and such other powers that are not forbidden by the Florida corporation laws or by other law or by these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a value of \$1.00 per share.
2. Initial Issue. 1,000 shares of the Capital Stock of the corporation shall be issued for a cash at value of \$0.01 per share.
3. Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
4. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when as and if declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.
5. No classes of stock. The shares of the corporation are not to be divided into classes.
6. No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 735 Colorado Avenue, Stuart, Florida 34994, and the name of the initial registered agent at such address is John Fenniman.

ARTICLE VI - BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows:

BRENDAN MATTHIAS
3311 Bayview Avenue, Suite 105
Willowdale, Ontario, Canada M2K 1G4

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

BRENDAN MATTHIAS
3311 Bayview Avenue, Suite 105
Willowdale, Ontario, Canada M2K 1G4

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of three-fourths (3/4) of the shares of the corporation shall be required for any shareholder action.

ARTICLE X - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

ARTICLE XII - PRINCIPAL OFFICE

The address of the principal office is 2692 Coral Landings Blvd., Palm Harbor, Florida 34684.

IN WITNESS WHEREOF, THE UNDERSIGNED has executed these Articles of Incorporation on the 17th day of April, 1995.

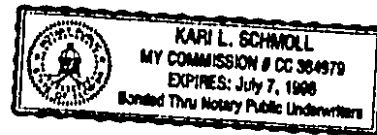

BRENDAN MATTHIAS

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to before me by BRENDAN MATTHIAS, Incorporator of BRENHEID, INC., this 17th day of April, 1995

Kari L. Schroll
Notary Public
Type/Print Name: KARI L. SCHROLL
My Commission is for Life.

(NOTARY SEAL)



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent and to accept service of process for this Corporation at the office designated in the foregoing Articles of Incorporation, I hereby accept the appointment 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 obligation of my position as Registered Agent.

John Fenniman
John Fenniman, Registered Agent

Date: April 18, 1995