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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

TELEPHONE 413-1234
407/207-9500-01005-0003
*****70.00 *****70.00

SUBJECT: BRANTLEY ENTERPRISES INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

R.W. FROST ACCOUNTING
Name
412 NO. VIXIE HWY.
Address
LANTANA, FL. 33462
City, State, & Zip
(407) 533-5435
Telephone Number

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RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mtm

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

BRANTLEY ENTERPRISES INC.

The undersigned Subscriber, acting as Incorporator of a Corporation (hereinafter referred to as the Corporation), under the provisions of the statutes of the State of Florida does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE 1

1.1) NAME: The name of the Corporation is:

BRANTLEY ENTERPRISES INC.

ARTICLE 2.

2.1) PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3.

3.1) NUMBER OF AUTHORIZED SHARES: The aggregate number of shares of Capital Stock which the Corporation shall have authority to issue shall be one thousand shares of common stock of a par value of one dollar (1.00) per share.

3.2) PAYMENT FOR SHARES: The consideration for the issuance of shares of Capital Stock of the Corporation may be paid, in part or in whole, in money, in other property tangible, intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares are to be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgement of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

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ARTICLE 4.

DATA RESPECTING DIRECTORS

4.1) INITIAL BOARD OF DIRECTORS: The first Board of Directors of the Corporation shall consist of one members who need not be residents of the State of Florida nor Stockholders of the Corporation.

4.2) NAMES AND ADDRESSES: The names and street addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of Stockholders or until their successors shall have been selected or appointed and have qualified are:

ROBERT BRANTLEY 1033 BROOKS LANE, DELRAY BEACH, FL. 33483

4.3) INCREASE OR DECREASE OF DIRECTORS: The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent Director, or (b) reduce the number of Directors to less than one.

ARTICLE 5.

5.1) SUBSCRIBERS: The name and street address of the subscriber to these Articles of Incorporation is:

RONALD W. FROST 412 NORTH DIXIE HIGHWAY, LANTANA, FL. 33462

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ARTICLE 6.

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

6.1) MEETINGS OF STOCKHOLDERS: Meetings of the Stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

6.2) MEETINGS OF DIRECTORS: Meetings of the Board of Directors of the Corporation, annual, regular, or special, may be held either within or without the State of Florida.

6.3) BY-LAWS: The initial By-Laws of the Corporation shall be adopted by it's Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the Corporation not inconsistent with the laws of the State of Florida, or these Articles of Incorporation.

6.4) INTEREST OF DIRECTORS IN CONTRACTS: Any contract or other transaction between the Corporation and one or more of it's Directors, or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of it's employees, or in which he or they are otherwise interested, shall be valid for all purposes. Notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Board of Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 7.

7.1) AMENDMENTS TO ARTICLES OF INCORPORATION:

The Corporation reserves the right from time to time to amend, alter or repeal, or to add any provisions to it's Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto any or all rights conferred upon Stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

ACCOUNTING OFFICES OF
R. W. FROST, P.A.

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RECEIVED
STOCK
EXCHANGES
AND
BROKERS

By: _____

Ronald W. Frost

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT FOR
WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST-----THAT BRANTLEY ENTERPRISES INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT

1033 BROOKS LANE, DELRAY BEACH, FL., 33483

HAS NAMED ACCOUNTING OFFICES OF RONALD W. FROST, P.A. 412
NORTH DIXIE HIGHWAY, LANTANA, FLORIDA 33462 STATE OF FLORIDA
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

4/10/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE DESIGNATED BUSINESS HEREBY AGREES TO ACT IN THIS
CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PER-
FORMANCE OF IT'S DUTIES.

SIGNATURE

DATE

4/10/95

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SECTION 48.091
FLORIDA STATUTES

State of Florida)
)
County of Palm Beach)

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Ronald W. Frost, well known by me to be the owner of the above named Accounting Offices, described as Incorporator and Subscriber who made, subscribed and acknowledged before me that he acknowledges executing the same freely and voluntarily under authority duly invested in him.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of APRIL 1995, A.D.

95 APR 20 PM 1:47

NOTARY PUBLIC
STATE OF FLORIDA

Bay Allen

NOTARY PUBLIC
CC 136128

MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: August 13, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.