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TORRE LAS MENCEDER
2ND FLOOR
CHUAC CARACAS
VENEZUELA
TEL 582-92-00-00
FAX 582-92-00-70

55 MAR 20 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF COURTESY
MITCHELL D. POLANSKY

April 19, 1995

VIA FEDERAL EXPRESS #3307028093

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

15 APR 1995 11:11 AM
U.S. DEPARTMENT OF STATE
RECEIVED

Re: **BRP Club Inc.**
Palbeco Inc.

Dear Sirs:

Enclosed are the originals and one copy of the Articles of Incorporation for each of the above-referenced Companies. A filing fee of \$ 245.00 is also enclosed, which includes the fees for filing the Articles of Incorporation, Registered Agent and a certified copy of the documents for both entities.

A Federal Express envelope has been enclosed for the return of the certified copies.

Thank you for your cooperation.

Sincerely,

Lissette Benitez

Lissette Benitez

*Chilled
Jackie
Fedex #*

4/25/95

LB\jas
cc:achlacher@hpi.state.fl.us

1502-1499-8

(72)

**ARTICLES OF INCORPORATION
OF
BRP CLUB INC.**

**ARTICLE I
NAME**

The name of the corporation is BRP Club Inc.

**ARTICLE II
ADDRESS**

The address of the principal office is 2005 South Bayshore Drive, Suite 900, Miami, Florida 33133, and the mailing address of the corporation is 2005 South Bayshore Drive, Suite 900, Miami, Florida 33133.

**ARTICLE III
PURPOSE**

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE IV
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

**ARTICLE V
POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

**ARTICLE VI
CAPITAL STOCK**

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is:

Timothy D. Richards, Esq.
Richards
2665 South Bayshore Drive
Suite 900
Miami, FL 33133

SECRET
JAN 20 1968
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-11-01 BY 1043


**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

Timothy D. Richards, Esq.
Richards
2005 South Bayshore Drive
Suite 900
Miami, FL 33133

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 19th day of April, 1995.


Timothy D. Richards
Registered Agent

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 19th day of April, 1995.


Timothy D. Richards, Incorporator