

BRADLEY F. STEINBACH
ATTORNEY AT LAW

MEMBER OF NEW YORK AND FLORIDA BAR

P95000043304

PALM BEACH TOWERS

44 Coconut Row
Suite T10
Palm Beach, Florida 33480
407/655-3820
FAX 407/655-4070

May 10, 1995

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

Re: Articles of Incorporation of 44
Bradmark Enterprises, Inc.

SECRET
TALLAHASSEE, FLORIDA
MAY 11 1995
800001486688
-05/12/95--01127--004
*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation of the above-captioned corporation, together with my check in the amount of \$70.00 to cover filing fee required.

It is not required that this office receive a certified copy of the Articles of Incorporation, but would request that the enclosed copy be returned to this office.

Thank you for your cooperation.

Very truly yours,

Bradley F. Steinbach
BRADLEY F. STEINBACH

BFS:pm
Enclosures

W95-70236

4628
4612
4671

5/15/95
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1995

BRADLEY F. STEINBACH
44 COCOANUT ROW STE T10
PALM BEACH, FL 33480

SUBJECT: BRADMARK ENTERPRISES, INC.
Ref. Number: W95000010236

We have received your document for BRADMARK ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 695A00024814

ARTICLES OF INCORPORATION
OF
BRADMARK ENTERPRISES, INC.

FILED
JUN 13 1911:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BRADMARK ENTERPRISES, INC.

ARTICLE II

The duration of this corporation is perpetual and shall commence upon the filing of the Articles with the Secretary of State.

ARTICLE III

The general purposes for which the corporation is organized are:

1. The corporation is authorized to engage in the general mercantile business.

2. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest in and with real or personal property or any interest therein, wherever situated.

3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

4. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, of other interests in, or obligations of, other domestic or foreign corporations, associations partnerships or

individuals, or direct or indirect obligations, of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

5. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

6. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

7. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

8. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

9. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

10. To have and exercise all powers necessary or convenient to effect its purpose.

11. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such share shall be of a single class and shall be without par value.

ARTICLE V

The street address of the initial registered office of the corporation is 44 Cocoanut Row, Suite T-10, Palm Beach, Florida 33480, the principal office of the corporation is 13000 S. W. 120th Street, Suite 203, Miami, Florida 33186. The name and address of its initial Registered Agent is BRADLEY F. STEINBACH, 44 Cocoanut Row, Suite T-10, Palm Beach, Florida 33480.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the Board of Directors is:

PAUL B. WOODS

13000 S. W. 120th Street, Suite 203
Miami, Florida 33185


ARTICLE VII

The name and address of each incorporator is:

BRADLEY F. STEINBACH

44 Cocoanut Row, Suite T-10
Palm Beach, Florida 33480

Executed by the undersigned at Palm Beach, Palm Beach County, Florida, this 4th day of May, 1995.


BRADLEY F. STEINBACH

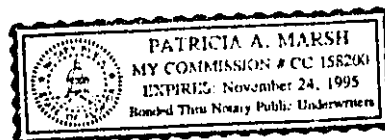
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgements, personally appeared, BRADLEY F. STEINBACH, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

EXECUTED and sealed by me at Palm Beach, Palm Beach County, Florida, this 4th day of May, 1995.

Patricia A. Marsh
Notary Public
State of Florida at Large
My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING REGISTERED OFFICE AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted, pursuant to said Act.

THAT BRADMARK ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, at 13000 S. W. 120th Street, Suite 203, Miami, Florida 33186, has named BRADLEY F. STEINBACH, at 44 Cocanut Row, Suite T-10, Palm Beach, Florida 33480, as its Registered Agent to accept service of process with the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision in said Act relative to keeping open such registered office.


BRADLEY F. STEINBACH, Registered
Agent