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TRANSMITTAL LETTER

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

FILED
95 SEP 14 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-09/14/95--01075--007
****131.25 ****131.25

SUBJECT: Biannon-Hill Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

** \$131.25. This covers the filing fee, certified copy and certificate.

FROM: Frederic H Hill
5011 N. W. 44th Avenue
Coconut Creek, Florida 33073
305) 425-0264

9/18/95
JB

ARTICLES OF INCORPORATION

OF

BRANNON-HILL INC.

ARTICLE I. NAME

The name of this corporation shall be Brannon-Hill Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these articles Of Incorporation by the DEPARTMENT OF STATE, DIVISION OF CORPORATIONS. This corporation's duration shall be pertual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 (One hundred) common capital stock par value shares of common captial stock, with a par value of \$240.00 (Two hundred forty) per share.

Articles of Incorporation of Brannon-Hill Inc.

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ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Frederic H. Hill
5011 N.W. 44th Avenue
Coconut Creek, Florida 33073

Tracey B. Hill
501 N.W. 44th Avenue
Coconut Creek, Florida 33073

ARTICLE VI. INDEMNIFICATION

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

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

5011 N. W. 44th Avenue
Coconut Creek, Florida 33073

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Frederic H. Hill

Articles of Incorporation of: Brannon-Hill Inc.

ARTICLE VIII. INCORPORATOR

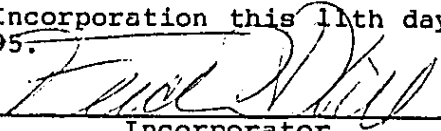
The name and address of the individual who shall serve as this corporation's incorporator is:

Frederic H. Hill
5011 N. W. 44th Avenue
Coconut Creek, Florida 33073

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of September 1995.



Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Brannon-Hill Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Brannon-Hill Inc.



Registered Agent

State of FLORIDA

Articles of Incorporation of Brannon-Hill Inc.

County of BROWARD

On September 11, 1995, Fraderic H. Hill,
designated above as the individual who shall serve
as the corporation's initial registered agent and
incorporator, who is personally known to me, or
produced a FLORIDA driver's license as
identification, personally appeared before me at
the time of notarization, and after being given the
oath, acknowledged signing these Articles of
Incorporation of Brannon-Hill Inc.


Notary Public

STEPHEN C. BRANSCUM
(Notary Public - Printed or Typed Name)

Commission Expiration Date & Commission Number:



STEPHEN C BRANSCUM
My Commission CC380078
Expires Jun. 07, 1998
Bonded by HA1
800-422-1555

(SEAL)

Articles of Incorporation of Brannon-Hill Inc.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT, IN THE STATE OF
FLORIDA.

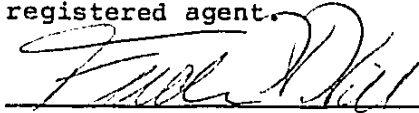
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Brannon-Hill
Inc.

2. The name and address of the registered agent
is:

Frederic H. Hill
5011 N. W. 44th Avenue
Coconut Creek, FLorida 33073

Having been named as registered agent and to
accept service of process for the above stated
corporation at the place designated in this
certificate, 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 obligations of my position as
registered agent.



September 8, 1995

DIVISION OF CORPORATIONS, P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314