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August 19, 1996

BY EXPRESS MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
9-1-96

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-08/21/96--01084--008
***122.50 ***122.50

RE: Michael Braid Associates, Inc.

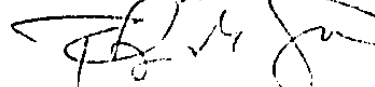
Gentlemen:

My client wishes to form a new Florida corporation named Michael Braid Associates, Inc. In connection therewith, I enclose the original and one photocopy of the original Articles of Incorporation together with a check in the amount of \$122.50 for the fees for filing, the designation of an acceptance by agent and a certified copy.

Please note that the corporation is to be effective as of September 1, 1996 at 9:00 a.m.

Please feel free to call me collect if there are any questions or problems with regard to this filing.

Sincerely,



Thomas M. Sinchak

TMS/llw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 21 2:10:36

D. BROWN AUG 26 1996

EFFECTIVE DATE
9-1-96

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MICHAEL BRAID ASSOCIATES, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MICHAEL BRAID ASSOCIATES, INC.

SECOND: The street address of the principal office of the corporation is 17 Horseshoe Road, Wilton, Connecticut.

The mailing address of the corporation is 17 Horseshoe Road, Wilton, Connecticut.

THIRD: The number of shares that the corporation is authorized to issue is one thousand (1,000), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Days Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

Name
Michael Braid

Address
17 Horseshoe Road
Wilton, Connecticut 06897

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized are as follows:

1) to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: The name and address of the initial Director of the corporation is:

Name
Michael Braid

Address
17 Horseshoe Road
Wilton, Connecticut 06897

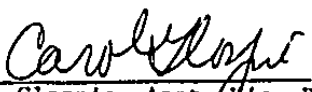
ELEVENTH: The corporate existence of the corporation shall begin on September 1, 1996, at 9:00 a.m.

Signed on August 14, 1996.


Michael Braid, Incorporator

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

CORPORATION SERVICE COMPANY:

BY: 
Carol Glospe, Asst. Vice-President
Date: August 15, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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