

P96000084073
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: _

S. & G. Brandt, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

STEPHAN BRANDT 700001957857
(Name of Person) 03/26/96--01054--006
*****78.75 *****78.75
S. & G. Brandt, Inc.
(Firm/Company)
4101 N. DEAN BLVD NW
(Address)
DOCA RATON Fl. 33431
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

STEPHAN BRANDT at 407, 395-2254
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-97
96 OCT 17 PM 11:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

S. & G. BRANDT, INC.

EFFECTIVE DATE
1-1-97

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4101 N. OCEAN BLVD D505
BOCA RATON FL 33431

96 OCT 11 PM 11:03
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

STEPHAN BRANDT
4101 N. OCEAN BLVD D505
BOCA RATON FL 33431

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Geraldine Brandt
+
Stephen Brandt
4101 N. Ocean Blvd
Boca Raton Fla 33431

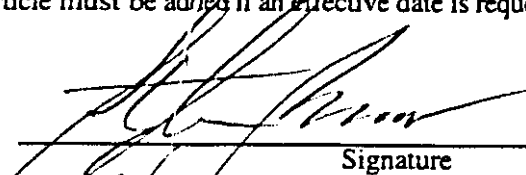
ARTICLE VI

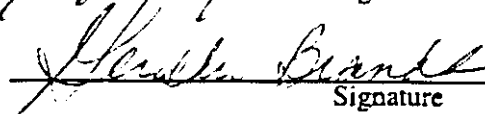
The corporation will be effective 1/1/97.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23 day of Sept, 1996.

(An additional article must be added if an effective date is requested.)


Signature


Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: S. & G. BRANDT, INC.

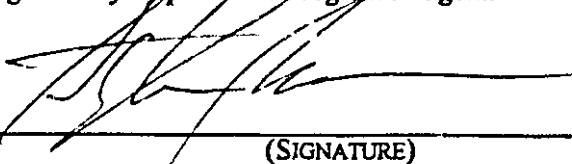
2. The name and address of the registered agent and office is:

STEPHAN BRANDT
(NAME)

4101 N. OCEAN BLVD D50
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BUCA RATON FL 33431
(CITY/STATE/ZIP)

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.


(SIGNATURE)

9-23-96
(DATE)

FILED
96 OCT 11 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA