



P97000028756

ACCOUNT NO. : 072100000032

REFERENCE : 312416 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyrite

ORDER DATE : March 31, 1997

ORDER TIME : 9:06 AM

ORDER NO. : 312416-005

CUSTOMER NO: 4303929

100002128001--0

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BRIN CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 MAR 31 AM 11:10
TALLAHASSEE, FLORIDA

57
MAR 31 1997

ARTICLES OF INCORPORATION

OF

BRIN CO.

FILED
97 MAR 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BRIN CO. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 12268 Glenmore Drive, Coral Springs, Florida 33071.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 12268 Glenmore Drive, City of Coral Springs, County of Broward, State of Florida 33071, and the name of its initial registered agent at such office is Benjamin Papell.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Frances Papell
12268 Glenmore Drive
Coral Springs, Florida 33071

Benjamin Papell
12268 Glenmore Drive
Coral Springs, Florida 33071

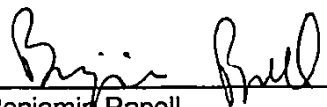
ARTICLE VII

The name of the Incorporator is Benjamin Papell and the address of the Incorporator is 12268 Glenmore Drive, Coral Springs, Florida 33071.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of March, 1997.


Benjamin Papell
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BRIN CO. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505 this 28th day of March, 1997.


Benjamin Papell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA