

P970000031269



THE UNITED STATES
CORPORATION
COMPANY

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97 APR -7 PM 12:22

ACCOUNT NO.

REFERENCE

AUTHORIZATION

COST LIMIT : \$ 122.50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

81599A

Patricia Pijet

ORDER DATE : April 7, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 321152-005

CUSTOMER NO: 81599A

CUSTOMER: Ms. Tami Austin
MARC P. OSSINSKY, P.A.

100002134971--6

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: BRF PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 APR -7 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN APR -7 1997

EFFECTIVE DATE
4/4/97

ARTICLES OF INCORPORATION
OF
BRF PROPERTIES, INC.

FILED
97 APR -7 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

BRF PROPERTIES, INC.
4360 36th Street
Orlando, FL 32811-6506

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 4360 36th Street, Orlando, FL 32811-6506, and the name of its initial Registered Agent at that address is WILLIAM DORFF.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name	Address
WILLIAM DORFF	4360 36th Street, Orlando, FL 32811-6506
DARREN JOHNSON	4071 L.B. McLeod Road, Orlando, FL 32811

Article 7. Incorporators. The name and address of each Incorporator is as follows:

WILLIAM DORFF, 4360 36th Street, Orlando, FL 32811-6506
DARREN JOHNSON, 4071 L.B. McLeod Road, Orlando, FL 32811

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
WILLIAM DORFF	275
DARRELL JOHNSON	225

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is April 4, 1997.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation

on this 3 day of April, 1997.


WILLIAM DORFF, Incorporator


DARREN JOHNSON, Incorporator

STATE OF FLORIDA)

SS.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3 day of April, 1997, by WILLIAM DORFF and DARREN JOHNSON, Incorporators of BRF PROPERTIES, INC., a corporation, on behalf of the corporation, who are personally known or produced PLAD, L. as identification.


Notary Public

My Commission expires:

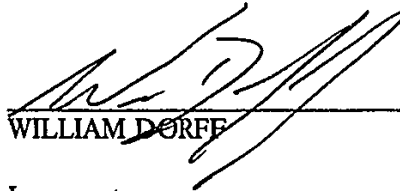


Marc P. Ossinsky
My Commission CC598511
Expires December 27 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BRF PROPERTIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4360 36th Street, Orlando, FL 32811-6506, has named WILLIAM DORFF, located at 4360 36th Street, Orlando, FL 32811-6506, as its agent to accept service of process within Florida.

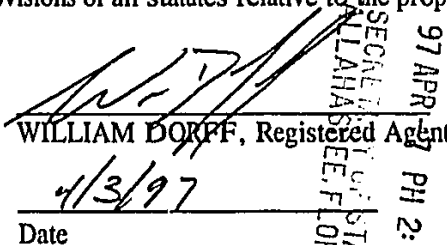

WILLIAM DORFF

Incorporator
Title
Date 4/3/97


DARREN JOHNSON

Incorporator
Title
Date 4/3/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


WILLIAM DORFF, Registered Agent
Date 4/3/97

FILED
97 APR 17 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA