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BRIGHTSIDE INVESTMENTS, INC.  
5339 Gurn Highway  
Tampa, FL 33624

FILED  
97 MAY 22 PM 11:57  
TALLAHASSEE, FLORIDA

May 19, 1997

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32314

400002187724--2  
-05/22/97--01028--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: BRIGHTSIDE INVESTMENTS, INC.

Dear Sir:


EXPIRATION DATE  
5-15-97

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the incorporation costs:

Thank you for your cooperation in this matter.

Sincerely,

  
Larry R. Hickman  
Registered Agent

Enclosures: 2 sets Articles of Incorporation  
Check \$122.50

P. CHANDLER MAY 23 1997

ARTICLES OF INCORPORATION  
OF  
BRIGHTSIDE INVESTMENTS, INC.

EFFECTIVE DATE  
5-15-97

FILED  
MAY 22 1997  
CLERK OF SUPERIOR COURT  
COUNTY OF ALBANY, NEW YORK

Article I - Name

The name of this corporation is BRIGHTSIDE INVESTMENTS, INC.

Article II - Duration

This corporation shall exist perpetually commencing on May 15, 1997.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1 DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and  
Agent

The street address of the initial registered office of this corporation is 5339 Gunn Highway, Tampa, FL 33624 and the name of the registered agent of this corporation at that address is LARRY R. HICKMAN.

Article VI - Initial Board of Directors

This corporation shall have THREE (3) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Larry R. Hickman  
10943 Brightside Drive  
Tampa, FL 33624

Susan K. Hickman  
10943 Brightside Drive  
Tampa, FL 33624

Larry Pomerantz  
4949 Marbrisa Drive  
Apartment 1116  
Tampa, FL 33624

Article VII - Incorporator

The name and address of the person signing these Articles is Larry R. Hickman; 10943 Brightside Drive, Tampa, FL 33624, Office: 5339 Gunn Highway, Tampa, FL 33624.

Article VIII-By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI - Indemnification

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of May, 1997.

  
Larry R. Hickman

STATE OF FLORIDA  
COUNTY OF Hillborough

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Larry R. Hickman to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 19th day of May, 1997.

Produced FL PL 4255-836-42-075

Dennis J. Costantino, Jr.  
Notary Public - State of Florida  
at Large.  
Address: 12902 N. Dale Mabry Hwy  
Tampa FL 33618



Dennis J. Costantino, Jr.  
My Commission CC584861  
Expires Sep. 15, 2000

My commission expires:

15 Sep 2000

STATE OF FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

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The following is submitted, in compliance with  
Chapter 48.091, Florida Statutes

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 5339 Gunn Highway, Tampa, FL 33624 County of Hillsborough, State of Florida, has named Larry R. Hickman located at 10943 Brightside Drive; City of Tampa, County of Hillsborough, State of Florida, office: 5339 Gunn Highway, Tampa, FL 33624, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
Registered Agent