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VIA OVERNIGHT DELIVERY

Nancy Hurd, Administrator
Carlton Fields
215 South Monroe Street, 5th Floor
Tallahassee, Florida 32301-1866

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1960.00 *122.50

Re: BRW Company, Inc. and BRW Limited Partnership

Dear Nancy:

Under cover of this letter are the originals and one copy of the following documents:

Articles of Incorporation of BRW Company, Inc.; and

Certificate of Limited Partnership of BRW Limited Partnership with attached Affidavit of Capital Contribution and Acceptance of Registered Agent.

Please file the originals with the Florida Secretary of State and return certified copies of each document to us. Please file the Articles before filing the Certificate.

Also under cover of this letter is a check in the amount of \$1,960.00 to cover the cost of filing the Articles of Incorporation and Certificate of Limited Partnership.

Please call me if you have any questions.

Very truly yours,

Wright
Wright Moulton
WM/cgb
Attachments

10/8

70.00
52.50

122.50

PW78098.1

FILED
97 OCT -8 PM 2:44
TALLAHASSEE, FLORIDA

97 OCT -9 11:19:23

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

**ARTICLES OF INCORPORATION
OF
BRW COMPANY, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is BRW Company, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 127 John Sims Parkway, Valparaiso, Florida 32580.

ARTICLE III

Shares

The corporation shall have authority to issue 1,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 127 John Sims Parkway, Valparaiso, Florida 32580, and the name of its initial registered agent at that address is Teresa W. West.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Teresa W. West

Address

127 John Sims Parkway
Valparaiso, Florida 32580


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ARTICLE VI
Initial Directors

The corporation initially shall have four directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Ramonde R. Williams	127 John Sims Parkway Valparaiso, Florida 32580
Judith Byrne Riley	127 John Sims Parkway Valparaiso, Florida 32580
Patrick E. Byrne, II	127 John Sims Parkway Valparaiso, Florida 32580
Teresa W. West	127 John Sims Parkway Valparaiso, Florida 32580

Dated this 30th day of September, 1997.




Teresa W. West, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30th day of September, 1997.



Registered Agent

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STATE
FLORIDA