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TALLAHASSEE, FLORIDA

10/17/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

FAX #: (850) 922-4001

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: BRAMBIER'S NORTH, INC.
AUDIT NUMBER.....H97000017291
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 1
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ARTICLES OF INCORPORATION

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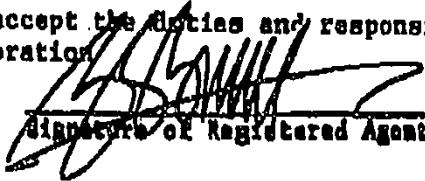
Article 1: Name of Corporation BRAMBIER'S NORTH, INC.
Address of Corporation 1648 TAYLOR ROAD SUITE 240
PORT ORANGE, FLORIDA 32124

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of . (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT
and
REGISTERED OFFICE:

LYLE BRAMBIER
1648 TAYLOR ROAD #240
PORT ORANGE, FL 32124

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.


Signature of Registered Agent

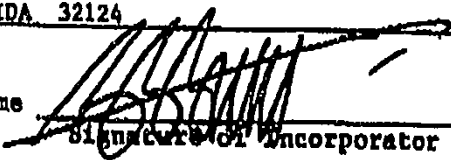
10/16/97
Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. LYLE BRAMBIER
1648 TAYLOR ROAD #240
PORT ORANGE, FLORIDA 32124

Article 5: The Name and Address of the INCORPORATOR is:

LYLE BRAMBIER
1648 TAYLOR ROAD #240
PORT ORANGE, FLORIDA 32124

In witness whereof I have subscribed my name


Signature of Incorporator

LYLE BRAMBIER

117-17291
Prepared by:

ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33138
305-358-2571