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December 31, 1997

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32303

FILED  
98 JAN -6 PM 1:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: **Articles of Incorporation for BR & 1<sup>ST</sup>, INC.**

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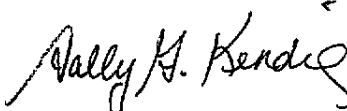
-01/06/98--01022--003

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above captioned corporation together with our check in the amount of \$122.50 for your filing fees.

Very truly yours,



Sally G. Kendig  
Legal Assistant

sgk

Enclosures

49mm  
-8-98

ARTICLES OF INCORPORATION  
OF  
BR & 1<sup>st</sup>, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of the corporation shall be:

BR & 1<sup>st</sup>, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE: The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

PURPOSE: The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of the common stock with a par value of \$.01 per share, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale of cash of any new stock of this corporation of the same kind or class of service as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The initial registered agent and street address of the initial registered office of the corporation

shall be:--

Leslie Robert Evans & Associates, P.A.  
375 South County Road, Suite 218  
Palm Beach, FL 33480

#### ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have two (2) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Seth Gadinsky, President  
1048 Kane Concourse, Suite 2B  
Bay Harbor, Florida 33154

Ivy Greaner, Vice President & Secretary  
1048 Kane Concourse, Suite 2B  
Bay Harbor, Florida 33154

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

#### ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is:

Leslie Robert Evans & Associates, P.A.  
375 South County Road, Suite 218  
Palm Beach, FL 33480

#### ARTICLE IX

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

#### ARTICLE X

MAILING ADDRESS: The mailing address of the corporation shall be: ---

1048 Kane Concourse, Suite 2B  
Bay Harbor, Florida 33154

Executed at Palm Beach, Florida this 5<sup>th</sup> day of January, 1998.

LESLIE ROBERT EVANS & ASSOCIATES, P.A.  
Incorporator

By: Leslie Robert Evans  
Leslie Robert Evans

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BR & 1<sup>st</sup>, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 5<sup>th</sup> day of January, 1998.

LESLIE ROBERT EVANS & ASSOCIATES, P.A.

By: Leslie Robert Evans  
Leslie Robert Evans

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