

P98000230282  
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW  
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500  
250 AUSTRALIAN AVENUE SOUTH  
WEST PALM BEACH, FLORIDA 33401  
MAILING ADDRESS P. O. BOX 3555  
WEST PALM BEACH, FLORIDA 33402-3555  
TELEPHONE (561) 835-8500  
FACSIMILE (561) 650-8530

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 AM 10:05

March 26, 1998

500002472395-4  
-03/30/98-01090-007  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Braychris, Inc.**

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Braychris, Inc., together with a check in the amount of \$122.50. This check represents payment for the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN

*Jeanne M. Battles*  
Jeanne M. Battles, CLAS  
Certified Legal Assistant  
Real Estate Specialist

Enclosures

cc: Mr. Leigh E. Gove (with enclosure)

Arthur J. Menor, Esquire

WPB95 60610.1 - JMB

AMSTERDAM OFFICE  
EUROPA BOULEVARD 59  
1083 AD AMSTERDAM,  
THE NETHERLANDS  
TELEPHONE 011-3120-661-0969  
FACSIMILE 011-3120-642-1475

LONDON OFFICE  
48 MOUNT STREET  
LONDON W1Y 8RE ENGLAND  
TELEPHONE 011-44171-493-4840  
FACSIMILE 011-44171-493-4299

MIAMI OFFICE  
1500 MIAMI CENTER  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
MIAMI (305) 358-6300  
BROWARD (954) 467-8841  
FACSIMILE (305) 381-8982

ORLANDO OFFICE  
20 NORTH ORANGE AVENUE  
SUITE 1000  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 423-3200  
FACSIMILE (407) 425-8316

86-57  
4-2-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 AM 10:06

## ARTICLES OF INCORPORATION

OF

BRAYCHRIS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation shall be Braychris, Inc.

SECOND: The principal place of business and mailing address of this corporation shall be c/o GCG Construction Management, Inc., 23 SE Fifth Avenue, Delray Beach, Florida 33484.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

FIFTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

SIXTH: The name and street address of the initial director of the corporation, who shall hold office until his successor is elected, is:

NAME AND ADDRESS

OFFICE

Leigh E. Gove  
c/o GCG Construction Management, Inc.  
23 SE Fifth Avenue  
Delray Beach, Florida 33484

Director

SEVENTH: The name and address of the initial registered agent is:

CORPORATION COMPANY OF MIAMI  
201 S. Biscayne Boulevard  
1500 Miami Center  
Miami, Florida 33131

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation is:

Arthur J. Menor, Esquire  
Shutts & Bowen LLP  
250 S. Australian Avenue, Suite 500  
West Palm Beach, FL 33401

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

TENTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

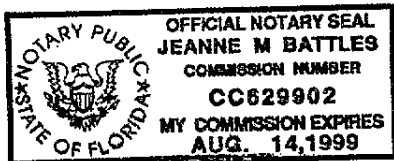
IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 26th day of March, 1998


  
ARTHUR J. MENOR  
INCORPORATOR

STATE OF FLORIDA       )  
                                  ) ss.:  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th day of March, 1998, by Arthur J. Menor, who is personally known to me or who has produced a valid driver's license as identification.

OFFICIAL NOTARIAL SEAL:



  
JEANNE M BATTLES

(type, print, or stamp name)  
Notary Public

My Commission Expires:

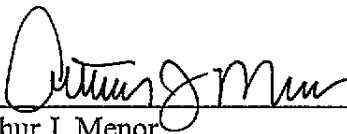
Commission No.: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Braychris, Inc.
2. The name and address of the registered agent and office is:

CORPORATION COMPANY OF MIAMI  
201 S. Biscayne Boulevard  
1500 Miami Center  
Miami, Florida 33131



Arthur J. Menor

Incorporator

Date: March 26, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 AM 10:06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CORPORATION COMPANY OF MIAMI,  
Registered Agent

By:   
Robert C. Sommerville, as Vice President

Date: March 26, 1998