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Law Offices of
BRUCE JAY TOLAND
A Professional Association

Bruce Jay Toland, Esq.

801 Brickell Avenue
Suite 1501
Miami, Florida 33131

James M. Fishman, P.A.
John R. Fiore, P.A.
Of Counsel

Telephone: (305)381-7999
Broward: (954)463-5908
Primary Fax: (305)373-5691
Secondary Fax: (305)381-8203

E-Mail: bjtlaw@aol.com

June 16, 1998

Bureau of Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/18/98--01071--003
****122.50 ****122.50

Re: **BR 2000, Inc.**

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee	\$35.00
Certified copy fee	52.50
Registered Agent filing fee	35.00
	\$122.50

Please return one certified stamped original of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

By: 
Bruce Jay Toland, Esquire

BJT/lmr
Enclosure
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 8:22

RP
61-27-98

ARTICLES OF INCORPORATION OF
BR 2,000, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 8:22

ARTICLE I
NAME

The name of the Corporation is, BR 2000, Inc.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
BRUCE JAY TOLAND	801 Brickell Avenue, Suite 1501 Miami, Florida 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial Director of the Corporation and Officers are:

NAMES

ADDRESSES

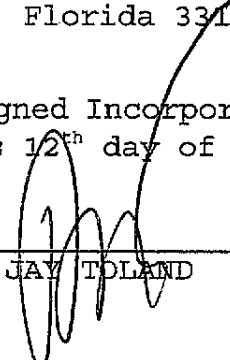
BLAIR RETCHIN
President and Director

c/o Bruce Jay Toland, Esquire
801 Brickell Avenue, Suite 1501
Miami, Florida 33131

MR. ROBERTO CRUZ
Vice President and Director

c/o Bruce Jay Toland, Esquire
801 Brickell Avenue, Suite 1501
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of June, 1998.

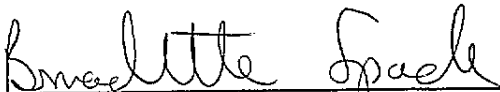


BRUCE JAY TOLAND

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

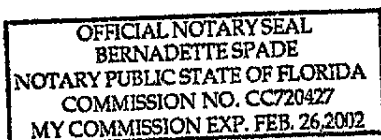
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BRUCE JAY TOLAND, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 12th day of June, 1998.



NOTARY PUBLIC, State of Florida
at Large

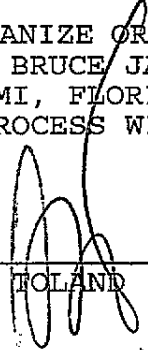
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BR 2000, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE JAY TOLAND, LOCATED
AT 801 BRICKELL AVENUE, SUITE 1501, MIAMI, FLORIDA 33131, AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.



BRUCE JAY TOLAND

6/12/98

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



BRUCE JAY TOLAND

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 18 AM 8:22