

BROTHERS & ASSOCIATES, INC.

9360 SW 30 Terrace

Miami, FL 33165

(305) 388-3674

August 1st, 1998

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

RE: Brothers & Associates, Inc. - Articles of Incorporation

Enclosed, please find an original and one (1) copy of the articles of incorporation for Brothers & Associates, Inc., and the filing fee in the amount of \$ 78.75.

Should you have any question, please do not hesitate to contact me at your convenience at:

Alfredo A. Cueli
9360 SW 30 Terrace
Miami, FL 33165
(305) 388-3674

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Thank you

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BROTHERS & ASSOCIATES, INC.**

ARTICLE I - NAME

The name of the corporation shall be Brothers & Associates, Inc.

ARTICLE II - DURATION

This Corporation is to exist perpetually

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock with a par value of one dollar (\$ 1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata 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 AGENTS

The street address of the initial registered office and principal place of business of this corporation is

9360 SW 30 Terrace
Miami, FL 33165

The name of the initial registered agent of this corporation at that address is Alfredo A. Cueli.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Alfredo A. Cueli

9360 SW 30 Terrace
Miami, FL 33165

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Alfredo A. Cueli

9360 SW 30 Terrace
Miami, FL 33165

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of August, 1998


Alfredo A. Cueli, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 1st of August, 1998
by Alfredo A. Cueli who produced the following identification:

Florida Driver license # C400-001-75-375-0 expires: 10/15/04



NOTARY PUBLIC



"OFFICIAL SEAL"
Irene Rimer
My Commission Expires 1/9/99
Commission #CC 432747

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

The name of the corporation is Brothers & Associates, Inc.

The name and address of the registered agent and office is:

Alfredo A. Cueli

9360 SW 30 Terrace
Miami, FL 33165


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 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 obligations of my position as registered agent.


Alfredo A. Cueli

8/1/98
Date

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TALLAHASSEE, FLORIDA




"OFFICIAL SEAL"
Irene Rimer
My Commission Expires 1/9/99
Commission #CC 432747