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ATTORNEY AT LAW

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PERSONAL INJURY
MEDICAL MALPRACTICE
WRONGFUL DEATH

PROBATE
REAL ESTATE
GENERAL CIVIL PRACTICE

October 12, 1998

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

Re: Articles of Incorporation for BROWN & HODGE, INC..

Dear Sir/Madam:


Enclosed is an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50, covering:

\$70.00 - Filing fee
52.50 - Certified copy
\$122.50 - Total

600002664766--3
-10/15/98--01075--013
****122.50 *****78.75

Very truly yours,


Ronald L. Nelson, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BROWN & HODGE, INC.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is BROWN & HODGE, INC.

**ARTICLE II
PURPOSE**

The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are as follows:

- A. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.
- B. Housing management.

**ARTICLE III
DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares." The shares are not to be divided into classes.

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**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate 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 BOARD OF DIRECTORS**

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time pursuant to the by-laws. The name and address of the initial Board of Directors of the corporation is:

Louis D. Brown, Jr.
2900 18th Ave South
St. Petersburg, FL. 33712

Michael L. Hodge
8136 Britt Drive
Orlando, FL. 32822-7618

**ARTICLE VII
INCORPORATORS**

The name and address of the Incorporator signing these articles is: Louis D. Brown, Jr., 2900 18th Ave South, St. Petersburg, Florida 33712.

**ARTICLE VIII
INDEMNIFICATION**

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE IX
BY-LAWS**

The By-laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

**ARTICLE X
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a 2/3 vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18th day of September, 1998.



LOUIS D. BROWN, JR., Incorporator

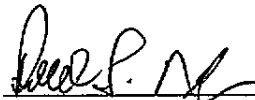
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LOUIS D. BROWN, JR., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of September, 1998.



RONALD L. NELSON
My Commission CC504395
Expires Oct. 23, 1999



Notary Public
State of Florida
My Commission Expires: 10-23-99

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034 Florida Statutes, the following is submitted:

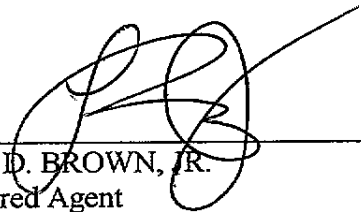
FIRST that BROWN & HODGE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2900 18th Ave South, St. Petersburg, Florida 33712, has named LOUIS D. BROWN, JR., located at 2900 18th Ave South, St. Petersburg, Florida 33712, as its agent to accept service of process within Florida.

Dated: 9/18/98, 1998



LOUIS D. BROWN, JR., Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



LOUIS D. BROWN, JR.
Registered Agent

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