

P98000098708

ROGER A. BRIDGES

ATTORNEY AT LAW
9055 S. W. 87 AVENUE
SUITE 312
MIAMI, FLORIDA 33176

Florida Bar Board Certified
Civil Trial Lawyer

Telephone (305) 412-0700
Telecopier (305) 412-0760

November 18, 1998

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

600002692386--6
-11/20/98-01016--002
****122.50 *****78.75

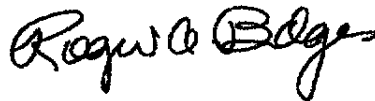
Re: **BRENTWOOD ACQUISITIONS, INC.**

Gentlemen:

Enclosed are original and duplicate Articles of Incorporation re the above, together with my check in the amount of \$122.50.

Please file the original Articles and return the certified duplicate to me in the stamped preaddressed envelope attached.

Sincerely yours,



Roger A. Bridges

RAB:dks

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 11:25

11-24
W

ARTICLES OF INCORPORATION
OF
BRENTWOOD ACQUISITIONS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person under no legal disability, hereby forms a corporation under the laws of the State of Florida

ARTICLE 1
NAME

The name of this Corporation is **BRENTWOOD ACQUISITIONS, INC.**

ARTICLE 2
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 3
CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is: **FIVE THOUSAND** (5000) shares of the par value of **TEN CENTS** (\$.10) per share.

ARTICLE 4
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 5

The street address of the initial business office of this Corporation is 9055 S. W. 87 Avenue, Suite 312, Miami, Florida 33176, and the name of the initial registered agent of this Corporation is **ROGER A. BRIDGES**, 9055 S. W. 87 Avenue, Suite 312, Miami, Florida 33176

ARTICLE 6
DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders as the By-Laws direct, but shall never be less than one (1). The name and street address of the member of the first Board of Directors are as follows:

ROGER A. BRIDGES

9055 S. W. 87 Avenue, Suite 312
Miami, Florida 33176

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 11:25

ARTICLE 7
INCORPORATORS

The name and street address of the person signing these Articles of Incorporation are as follows:

ROGER A. BRIDGES

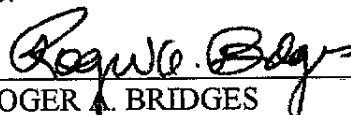
9055 S. W. 87 Avenue
Suite 312
Miami, Florida 33176

ARTICLE 8
SPECIAL CHARTER PROVISIONS

1. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation be owned by this Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation; any director, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm is no interested shall be disclosed or shall have been known to the board of directors, or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

2. Upon determination by the Board of Directors that the conditions of Section 1244 of the Internal Revenue Code of the United States are met with respect to any issue of the capital stock authorized by these Articles of Incorporation, all or any part of such capital stock shall be issued as such "Section 1244 Stock", entitling the owner or owners thereof to the benefits provided by said Section 1244.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of November, 1998.



ROGER A. BRIDGES

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18 day of November, 1998,
by **ROGER A. BRIDGES**, who personally appeared before me at the time of notarization, and who
is personally known to me.

Dianne Scroggs
NOTARY PUBLIC, State of Florida
at Large.

Dianne Scroggs
(Print Name)
(NOTARIAL SEAL)

My Commission Expires:



I hereby accept designation as Registered Agent of **BRENTWOOD ACQUISITIONS, INC.**

Roger A. Bridges
ROGER A. BRIDGES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 11:25