

P99000017137

BRISBANE GROUP, INC.

3440 N.W. 196TH LANE

MIAMI, FLORIDA 33056

February 16, 1999

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

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*****78.75 *****78.75

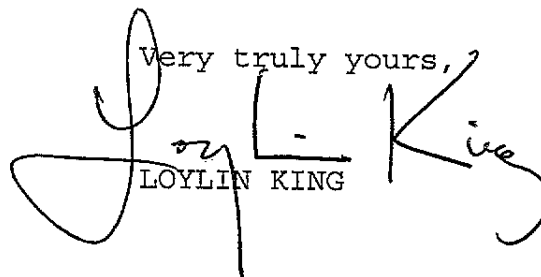
Gentlemen:

Enclosed are the following regarding the incorporation of
BRISBANE GROUP, INC.

1. Articles of Incorporation
2. Check for \$ 78.75

Please notify me if there are any problems.

Very truly yours,


LOYLIN KING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 22 AM 9:47

R. Purinton FEB 23 1999

ARTICLES OF INCORPORATION

OF

BRISBANE GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 22 AM 9:47

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME.

The name of this corporation is

BRISBANE GROUP, INC.

The principal place of business of this corporation shall be 3440 N.W. 196th Lane, Miami, Florida 33056.

ARTICLE II.

NATURE OF BUSINESS.

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

ARTICLE III.

CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100)--shares of common stock having a One Dollar (\$1.00) par value.

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement

between the parties thereto.

ARTICLE IV.

TIME OF EXISTENCE.

This Corporation is to exist perpetually and shall commence after the filing of these Articles with the Secretary of State.

ARTICLE V.

INITIAL REGISTERED OFFICE
AND AGENT.

The Street Address of the Initial Registered office of this corporation is 3440 N.W. 196th Lane, Miami, Florida 33056 and the name of the Initial Registered Agent of this corporation at that address is LOYLIN KING.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS.

This corporation shall have (1) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

LOYLIN KING
3440 N.W. 196TH LANE
MIAMI, FLORIDA 33056

ARTICLE VII.

INCORPORATOR.

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

LOYLIN KING
3440 N.W. 196TH LANE
MIAMI, FLORIDA 33056

ARTICLE VIII.

BYLAWS.

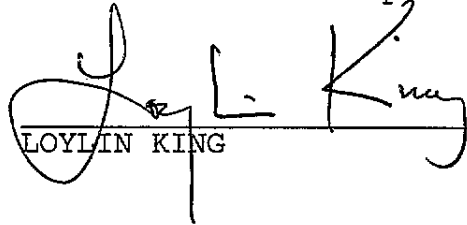
The power to adopt, alter, amend or repeal bylaws shall be

vested in the Board of Directors and the shareholders.

ARTICLES IX.

AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.


LOYLIN KING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 22 AM 9:47

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

BRISBANE GROUP, INC.

In pursuant of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First-That BRISBANE GROUP, INC.

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation in the City of Miami, Miami-Dade County, Florida
has named

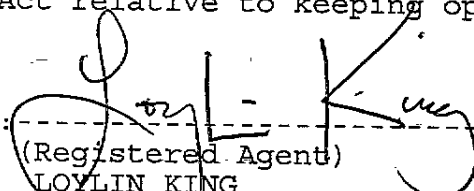
LOYLIN KING
located at
3440 N.W.196TH LANE

(Street address and number of building,
Post Office Box address not acceptable)

City of Miami, Miami-Dade County, and State of Florida its agent
to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the
above stated corporation, at place designated in this
Certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open
said office.

By: 
(Registered Agent)
LOYLIN KING