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George N. Klimis, L.L.M.

Attorney at Law

♦ L.L.M. Taxation ♦ Estate Planning ♦ Trust Administration/Probate ♦ Real Estate ♦ Corporate Law

April 13, 1999

VIA CERTIFIED MAIL/RETURN RECEIPT

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

000002850940--4
-04/26/99--01001--008
*****122.50 *****78.75

Re: Brown Investment Group, Inc.

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$122.50 for the filing fee, registered agent fee and charter tax.

After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

W99-8971

FILED
99 APR 23 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROWN INVESTMENT GROUP, INC.

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ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **BROWN INVESTMENT GROUP, INC.** The address of the principal office of this corporation shall be 3109 S. Canal Drive, Palm Harbor, Florida 34684, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. 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 name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
James A. Brown, II	3109 S. Canal Drive Palm Harbor, Florida 34684
Natalie Jo Brown	3109 S. Canal Drive Palm Harbor, Florida 34684

ARTICLE 7: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
George N. Klimis	30 North Ring Avenue, Suite 400 Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject

to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of April, 1999.



GEORGE N. KLIMIS

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 13th day of April, 1999, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.



sign: Barbara A. Curtis
print: Barbara A. Curtis
Notary - State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 13th day of April, 1999.



GEORGE N. KLIMIS

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