

P99000038537

CAPITAL CONNECTION, INC.

• 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BRS, Acquisitions, Inc

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DIVISION OF CORPORATIONS

Signature _____

Requested by: cy

Name

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Walk-In

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BRS, ACQUISITIONS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator for these Articles of Incorporation, a natural person over the age of eighteen years, competent to contract under the laws of State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Corporation Act, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is BRS, ACQUISITIONS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be conducted by the corporation is:

(a) To engage in lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or other types of investments, and to own real and personal property to effectuate the purposes set forth herein.

(c) To do everything necessary and proper for the accomplishment of any said purposes enumerated in these Articles of Incorporation, or any Amendment thereof, necessary or incidental to the benefit of the Corporation, either alone or in association with others.

ARTICLES III. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 par value stock.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is: 5255 N. Federal Highway, Boca Raton, FL 33487. The name of the Registered Agent of this corporation is Nathan A. Schwartz, at 5255 N. Federal Highway, Boca Raton, FL 33487.

ARTICLE VI. 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (3) Directors. The number of Directors may be either increased or decreased from time to time according to the ByLaws. The names and addresses of the initial Directors of the corporation are: Nathan Schwartz, at 5255 N. Federal Highway, Boca Raton, FL 33487; Jeff Brown at 750 South Dixie Highway, Boca Raton, FL 33432 and Ken Ronan at 750 South Dixie Highway, Boca Raton, FL 33432.

ARTICLE VIII. VOTING TRUST

No shareholder of this Corporation shall enter into a voting trust agreement or any type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Seventy five percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the Director present shall be the act of the Board of Directors.

ARTICLE XIV. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

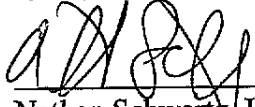
ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, 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 this ___ day of

_____, 199__


Nathan Schwartz, Incorporator
5255 N. Federal Highway
Boca Raton, FL 33487

STATE OF FLORIDA)

) ss.:

COUNTY OF)

The foregoing instrument was acknowledged before me on this 27th day of April 1999 by
Nathan Schwartz.

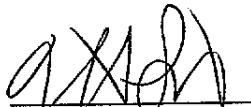


ROBIN L. LEDERMAN
COMMISSION # CC 667523
EXPIRES JUL 29, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public - State of Florida

My commission expires: 7/29/01
at Large

The undersigned, having been named as Registered Agent to accept Service of Process for
BRS, ACQUISITIONS, INC. at 5255 N. Federal Highway, Boca Raton, FL 33487, does hereby
agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative
to the complete and proper performance of his duties.


Nathan A. Schwartz, Reg. Agent