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FRANCIS H. MULDOON, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW
513 WHITEHEAD STREET
KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-0930

TELEFAX (305) 294-7353

June 3, 1999

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

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-06/07/99--01053--002
*****78.75 *****78.75

RE: Brothers In Arms, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$78.75 to cover the cost of filing and a certified copy of the same. Please return a certified copy to this office at your earliest convenience.

Sincerely,



Francis H. Muldoon, Jr.

FHM/rb

Enclosures

FILED
1999 JUN -7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton JUN 10 1999

**ARTICLES OF INCORPORATION
OF
BROTHERS IN ARMS, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is:

BROTHERS IN ARMS, INC.

SECOND: The period of duration is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a par value of \$1.00 (or no par value) per share.

FIFTH: The address of its initial Registered Office is:

3330 NORTHSIDE DRIVE, #320
KEY WEST, FLORIDA 33040

the principal address is the same as the Registered Office, and the name of its initial Registered Agent at said address is:

ORLANDO L. PULIDO

SIXTH: The initial Officers consist of one (1) member, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as officers is as follows:

ORLANDO L. PULIDO - PRESIDENT
3330 NORTHSIDE DRIVE, #320, KEY WEST, FLORIDA 33040

EIGHTH: The name and address of the Incorporator is:

ORLANDO L. PULIDO
3330 NORTHSIDE DRIVE, #320, KEY WEST, FLORIDA 33040

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Key West, Florida, on the 3rd day of June, 1999.

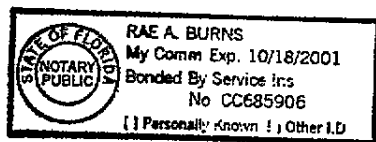


ORLANDO L. PULIDO - Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared Orlando L. Pulido who produced R. Florida Drivers License as identification and who subscribed the above and foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to the law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Key West, in said County and State this 3rd day of June, 1999.



Rae A. Burns
NOTARY PUBLIC

(SEAL)

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR
ACCEPTING SERVICE OF PROCESS WITHIN THE STATE**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted:

That BROTHERS IN ARMS, INC., is desiring to incorporate under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at 3330 Northside Drive, #320, Key West, Florida 33040 has named Orlando L. Pulido, Registered Agent at such address to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the address designated in the certificate, I hereby accept to act in this capacity and to comply with provisions of Chapter 18.091 Florida Statutes, relative to keeping open said office.



Orlando L Pulido - Registered Agent

FILED
1999 JUN - 7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA