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P94000076131

August 20 1999
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Brannen - Smith, Inc.

700002967097--6

-08/23/99--01121--004

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

Ladies and Gentlemen:

Enclosed for filing are Articles of Incorporation of Brannen - Smith, Inc. Also enclosed is a check in the amount of \$78.75 representing the filing fee.

Please return a conformed "filed" copy of the Articles of Incorporation to our office in the envelope provided.

Thank you for your assistance in this matter and if you have any questions or need anything, please call me.

Very truly,

Jackie Hutchison

Jackie Hutchison
Legal Assistant

enclosures as listed

FILED
99 AUG 23 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/26/99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BRANNEN - SMITH, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **BRANNEN - SMITH, INC.**, and its mailing address is 1947 Matthew Court, Lakeland, Florida 33813.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida; including an advertising and sales agency.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two Directors, whose names and addresses are:

JULIE ANN BRANNEN
8648 Southwest 114th Place
Miami, FL 33173

GREGORY GORDON SMITH
1947 Matthew Court
Lakeland, FL 33813

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI

Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII

Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE VIII

Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 1947 Matthew Court, Lakeland, Florida 33813.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **GREGORY GORDON SMITH**.

ARTICLE IX
Incorporator

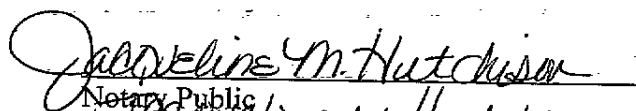
The Incorporator is **GREGORY GORDON SMITH** whose address is 1947 Matthew Court, Lakeland, Florida 33813.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 19th day of August, 1999.


GREGORY GORDON SMITH

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of August, 1999, by **GREGORY GORDON SMITH**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


Notary Public
Jacqueline M. Hutchison
(Print or Type Notary Name)

Commission (Serial) Number: _____
My Commission Expires: _____

(SEAL)



ACCEPTANCE

I hereby accept to act as initial Registered Agent for **BRANNEN - SMITH, INC.**,
as stated in these Articles of Incorporation.



GREGORY GORDON SMITH

FILED
99 AUG 23 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA