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Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)541-3694 Fax Number : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

BRASINGTON INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

B. McKnight SEP 1 7 1999

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 17, 1999

EMPIRE

SUBJECT: BRASINGTON INTERNATIONAL, INC.

REF: W99000021404

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THE SHARES OF STOCK ARE NOT CONSISTENT IN ARTICLE 3.

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Becky McKnight Document Specialist FAX Aud. #: H99000023179 Letter Number: 299A00045750



ARTICLES OF INCORPORATION OF BRASINGTON INTERNATIONAL, INC.

I/We, the undersigned natural persons competent to contract acting as incorporators of a corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The name of the corporation is BRASINGTON INTERNATIONAL, INC.

ARTICLE II PURPOSE

The general nature of the business to be transacted is to 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 the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the preemptive 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 V INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than (\$100.00).

ARTICLE VI CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is 9740 S.W. 123 Street, Miami, Florida 33176.

ARTICLE VIII NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the By-Laws, but shall be at least one (1).

ARTICLE IX FIRST BOARD OF DIRECTORS

The name and street address of the members of the first board of director of the corporation is as follows:

John Lloyd Brasington, III 9740 S.W. 123 Street Miami, Florida 33176 (Director-President)

John Lloyd Brasington, Jr. 9740 S.W. 123 Street Miami, Florida 33176 (Director-Vice-President)

ARTICLE X SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation is:

John Lloyd Brasington, III 9740 S.W. 123 Street Miami, Florida 33176

ARTICLE XI INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered agent of this corporation and address are:

John Lloyd Brasington, Jr. 9740 S.W. 123 Street Miami, Florida 33176

ARTICLE XII AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XIII BY LAWS

The corporation's board of directors is specifically authorized from time to time to adopt by laws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIV INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer or shareholder of the corporation.

IN WITNESS WHEREOF, we do make and subscribe these Articles of Incorporation this day of September, 1999.

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EMPIRE CORPORATE KIT

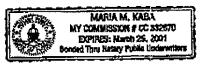
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STATE OF FLORIDA COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared, JOHN LLOYD BRASINGTON, III, to me known to be the person described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in Miami, Dade County, Florida this f_{ij}^{L} day of September, 1999.

NOTARY PUBLIC, State of Florida



ACKNOWLEDGEMENT OF REGISTERED 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.

OHN LLOYD BRASINGTON, JR.

SECRETARY OF STATE
DIVISION OF CORPORATIONS