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TRANSMITTAL LETTER

EFFECTIVE DATE

10/01/99

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

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*****87.50 *****87.50

SUBJECT: **Meetings by Brierpoint, Inc.**
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 to cover cost of filing, certified copy and Certificate of Status.

FROM: Estelle T. Jenkins
1014-7 Margaret Street, PMB 325
Jacksonville, Florida 32204-3918
(904)358-3930

99 SEP 24 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/05/99
T.B.

EFFECTIVE DATE
10/01/99

ARTICLES OF INCORPORATION
OF
MEETINGS BY BRIERPOINT, INC.

FILED

99 SEP 24 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby has formed a corporation under the provisions of Part 1 of Chapters 607 and 621 of the Florida Statutes (hereinafter called the "Company"), and for these purposes adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Company shall be Meetings by Brierpoint, Inc.

ARTICLE II PRINCIPAL OFFICE

1. The principal place of business of the Company shall be: 1059 Talbot Avenue, Jacksonville, Florida 32205.
2. The mailing address of the Company shall be: 1014-7 Margaret Street, PMB 325, Jacksonville, Florida 32204-3916.

ARTICLE III CAPITAL STOCK

The number of shares of common stock that this Company shall be authorized to have outstanding at any one time is 1,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the Initial Registered Agent shall be: Estelle T. Jenkins, 1059 Talbot Avenue, Jacksonville, Florida 32205.

ARTICLE V PURPOSE/DISSOLUTION

Section 5.1 Purpose: The Company is formed for the purpose of managing the business and regulating the affairs of the corporation in accordance with the State of Florida Business Corporation Act.

Section 5.2 Dissolution: Upon the dissolution of the Company, the Owner (first) or the Board of Directors (second) shall pay or make provision for the payment of all the liabilities of the

Company. Any remaining assets shall revert to the estate of the owner (first) or her immediate heirs (second).

ARTICLE VI POWERS

The Company shall have all powers and authorities as are now or may hereafter be granted to corporations under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida.

ARTICLE VII OFFICERS

Section 7.1 Number. The officers of the Company shall consist of a President, a Secretary, a Treasurer and such other officers as may be provided in the by-laws. Any two or more offices may be held by the same person.

Section 7.2 Manner of Election. The officers of the Company shall be elected or appointed at the annual meeting of the Board of Directors by a majority vote of the Board of Directors and shall serve for terms as provided in the by-laws. Officers may be removed at any time by a majority vote of the Board of Directors, with or without cause.

ARTICLE VIII BOARD OF DIRECTORS

Section 8.1 Number. The affairs of the Company shall be managed by the Board of Directors, of which there shall initially be one (1). The number of directors may be increased or decreased (but not to more than seven or fewer than one) through procedure as provided in the by-laws.

Section 8.2 Election and Removal. The initial members of the Board of Directors shall serve until they shall die, resign or be removed as provided in this section. Directors may be removed by a majority vote of the Board of Directors at any time with or without cause. Successors to directors who die, resign or are removed shall be elected by the vote of a majority of the remaining members of the Board of Directors.

Section 8.3 Names and Addresses of First Members of the Board of Directors. The name and address of the person who is to serve as Director of the Company until the election or appointment of her successor is: Estelle T. Jenkins, 1059 Talbot Avenue, Jacksonville, Florida 32205.

Section 8.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all the members of the Board, designate two (2) or more of its members to constitute an executive committee which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IX BYLAWS

The Bylaws of the Company shall be made, altered or rescinded by a vote of the majority of all the members of the Board of Directors.

ARTICLE X AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by vote of a majority of all the members of the Board of Directors.


ARTICLE XI INCORPORATOR

The name and address of the incorporator of this Company is Estelle T. Jenkins, 1059 Talbot Avenue, Jacksonville, Florida 32205.

ARTICLE XII EFFECTIVE DATE

The effective date of incorporation is: October 1, 1999.

The undersigned has executed these Articles of Incorporation this 30th day of September, 1999.


Estelle T. Jenkins, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I acknowledge that I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

9-30-99

Date