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October 25, 1999

Florida Dept. of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500003027625-2
-10/28/99-01032-002
*****78.75 *****78.75

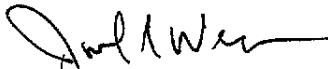
Re: BRIGHTEN ENTERPRISES, INC.

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation and one (1) copy, together with a check for \$78.75 for the above corporation.

Once incorporated, please send the confirmation to the above office.

Sincerely,



Joel R. Weaver
Attorney at Law

cc: R. Haan



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D. BROWN OCT 29 1999

ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of the corporation shall be:

BRIGHTEN ENTERPRISES, INC.

ARTICLE II PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida under F.S. 607.0301 and 607.0302, as amended.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

200 59TH Circle South
St. Petersburg, Florida 33712

ARTICLE IV SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock, each share having a par value of One Dollar (\$1.00) per share

ARTICLE V
REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard D. Haan
2000 59th Circle South
St. Petersburg, Florida 33712

ARTICLE VI
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are:

Richard D. Haan
2000 59th Circle South
St. Petersburg, Florida 33712

ARTICLE VII
INITIAL OFFICERS

The Initial Officers of the Corporation shall be:

President	Richard D. Haan
Vice-President	Kathryn E. Haan

whose addresses shall be same as the principal office of the Corporation.

ARTICLE VIII
INITIAL DIRECTORS

The Initial Directors and Shareholders of all issued and outstanding common stock of the Corporation shall be:

<u>Name</u>	<u>Number of Shares</u>
Richard D. Haan	49
Kathryn E. Haan	51

whose addresses shall be the same as the principal office of the Corporation.

The undersigned incorporator(s) has(have) executed
these Articles of Incorporation this 20th day of October, 1999

Richard D. Haan
Signature

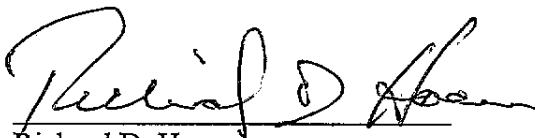
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is BRIGHTEN ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Richard D. Haan
2000 59th Circle South
St. Petersburg, Florida 33712

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 act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard D. Haan

10/25/99
Date