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JAMES M. DONOHUE, JR.
Attorney and Counselor at Law
20 South Main Street
Gainesville, Florida 32601

PLEASE REPLY TO:
Post Office Box 906
Gainesville, Florida 32602-0906

(352) 371-3312
377-8590
Federal ID#: 59-2465309

November 18, 1999

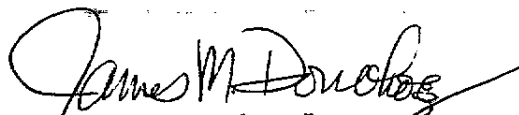
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003048731--7
-11/18/99--01062--023
*****78.75 *****78.75

Re: Brophy Enterprises, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee of the enclosed articles of incorporation, along with a certificate. Please return the certificate to me. If there are any problems, please call me at (352) 381-0262.

Sincerely,


James M. Donohoe, Jr.

JMDjr/mh

Enclosures

ARTICLES OF INCORPORATION
OF
BROPHY ENTERPRISES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

BROPHY ENTERPRISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2124 N.W. 142nd Avenue, Gainesville, Florida 32609.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Paul Brophy, 2124 N.W. 142nd Avenue, Gainesville, Florida 32609.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Paul Brophy, 2124 N.W. 142nd Avenue, Gainesville, Florida 32609.

The undersigned incorporator has executed these Articles of Incorporation on this 18th day of November, 1999.



PAUL BROPHY

**CERTIFICATE 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 BROPHY ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

Paul Brophy

(NAME)

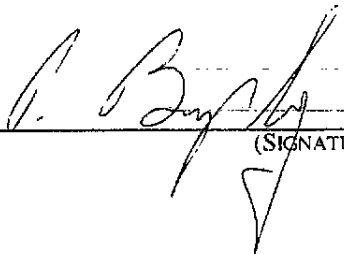
2124 N.W. 142nd Avenue

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Gainesville, FL 32609

(CITY/STATE/ZIP)

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.


(SIGNATURE)

Paul Brophy

(DATE) November 18, 1999