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**MEMORANDUM**

*Via Federal Express*

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-12/20/99--01001--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

TO: Ms. Terrie Ream  
FROM: Gillian Tjon  
DATE: December 16, 1999  
RE: Brush Colorado Training Center, Inc.

In connection with the above-referenced matter, enclosed please find Articles of Incorporation and an Acceptance of Registered Agent which need to be filed with the Secretary of State tomorrow. Could you arrange for the documents to be filed?

We also need a certified copy of the Articles of Incorporation. The amount for filing the Articles and the Acceptance of Registered Agent is \$78.75 which includes the \$8.75 for the certified copy. As I am not sure whether they can give us a certified copy right away, could you have them date-stamp the extra copy of the Articles and fax that back to us?

Thank you very much for all your help and feel free to give me a call if you have any questions. The file number to charge this to is 155.98138.

Enclosures

FILED  
99 DEC 17 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T.SMITH DEC 20 1999

# ARTICLES OF INCORPORATION

OF

## BRUSH COLORADO TRAINING CENTER, INC.

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

### ARTICLE I

Name. The name of this corporation is:

BRUSH COLORADO TRAINING CENTER, INC.

### ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 225 E. Robinson Street, Suite 250, Orlando, Florida 32801.

### ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

### ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

FILED  
99 DEC 17 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 201 S. Orange Avenue, Suite 1060, Orlando, Florida 32801, and the name of the initial registered agent of the corporation at that address is Warren S. Bloom.

## ARTICLE VII

Number of Directors. This corporation shall have 1 Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VIII

Initial Board of Directors. The name and street address of the initial Director of this corporation is:

Name

Deborah L. Moreyra

Address

225 E. Robinson Street, Suite 250  
Orlando, Florida 32801

## ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

Name

Warren S. Bloom

Address

201 S. Orange Avenue, Suite 1060  
Orlando, Florida 32801

## ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

## ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XII

By-Laws. The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledges and files the foregoing Articles of Incorporation under the laws of the State of Florida this 16<sup>th</sup> day of December, 1999, and he accepts the duties and responsibilities of Registered Agent for the Corporation as set forth in the Florida Business Corporation Act.

  
\_\_\_\_\_  
Warren S. Bloom  
Incorporator and Registered Agent

FILED  
99 DEC 17 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for BRUSH COLORADO TRAINING CENTER, INC. 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.

BRUSH COLORADO TRAINING CENTER, INC.

By: WAB  
Warren S. Bloom

Date: 12/16/99