

CAPITAL CONNECTION, INC. 8/22/03 88/01 10 15 5 59 705
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EFFECTIVE DATE
8-1-03

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

HOLBROOK HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
HOLBROOK HOLDINGS, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

HOLBROOK HOLDINGS, INC.

ARTICLE II

The principal place of business of this corporation is:

**1007 N. Federal Highway
PM 148
Fort Lauderdale, FL 33304**

ARTICLE III

The purpose(s) for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Said corporation may acquire by purchase, exchange, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or stock or other securities, including, without limitation, any shares of stock, bonds, debentures, notes, mortgages or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any

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Government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

A. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

B. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent powers.

ARTICLE IV - STOCK

The aggregate number of shares, which this corporation shall have authority to issue, is 1,000 shares of Class "A" common voting stock at no par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the

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par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - OFFICERS

The names of the Officers/Directors of this corporation are as follows:

TED HOLBROOK - PRESIDENT
1007 North Federal Highway
PM 148
Ft. Lauderdale, FL 33304

WILLIAM WARD HOLBROOK - SECRETARY
1007 North Federal Highway
PM 148
Ft. Lauderdale, FL 33304

ARTICLE VI - REGISTERED AGENT

The name and address of the initial registered agent is as follows:

Thomas H. Wright, III, Esq.
SILVER, WRIGHT & SIEGEL, LLP
1600 South Dixie Highway, Suite 300
Boca Raton, FL 33432
Telephone (561) 620-8200
Facsimile (561) 620-8225

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Thomas H. Wright, III, Esq.
SILVER, WRIGHT & SIEGEL, LLP
1600 South Dixie Highway, Suite 300
Boca Raton, FL 33432
Telephone (561) 620-8200
Facsimile (561) 620-8225

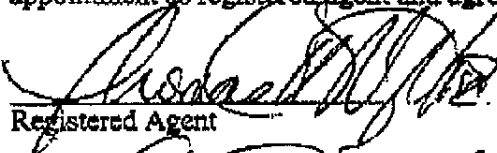
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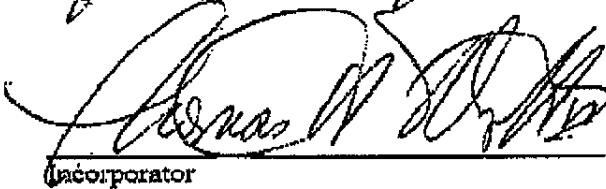
ARTICLE VIII - EFFECTIVE DATE

The effective date of this corporation is August 1, 2003.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent

8/3/03
Date


Incorporator

8/3/03
Date

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