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GREENBERG & VAZQUEZ

Attorneys at Law

5550 Glades Road

Suite 401

Boca Raton, Florida 33431

Tel: (407) 750-1001

Fax: (407) 750-1008

*Admitted in Florida and New York

William M. Vazquez*

Jeffrey L. Greenberg*

January 16, 1995

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

FILED
1995 JAN 19 PM 12:30
TALLAHASSEE, FLORIDA

Re: Brookville Consulting Corp.

To whom it may concern:

Enclosed are original Articles of Incorporation for Brookville Consulting Corp. and a check in the amount of \$70.00. Please file the Articles and return a date-stamped copy to me in the enclosed stamped, addressed envelope.

Please call if you have any questions.

Thank you.

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-01/19/95--01092--006
*****70.00 *****70.00

Very truly yours,

GREENBERG & VAZQUEZ

Linda L. Miller

Linda L. Miller
Legal Assistant

EFFECTIVE DATE

1-12-95

l/m/
Enclosure

cc: Mrs. Debra Tomasello

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ARTICLES OF INCORPORATION
OF
BROOKVILLE CONSULTING CORP.

FILED
1995 JAN 19 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is BROOKVILLE CONSULTING CORP.

SECOND: The principal office or mailing address of the Corporation is 7040 W. Palmetto Park Road, Suite 2-500, Boca Raton, Florida 33433.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

Debra Tomasello
7040 W. Palmetto Park Road
Suite 2-500
Boca Raton, Florida 33433

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

EFFECTIVE DATE

1-12-95

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), 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 **BROOKVILLE CONSULTING CORP.**
2. The name and address of the registered agent and office is:

Debra Tomasello
7040 W. Palmetto Park Road
Suite 2-500
Boca Raton, Florida 33433



Debra Tomasello
INCORPORATOR

Date: January 12th, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES (SUPP. 1993).



Signature of Registered Agent

Date: January 12th, 1995

FILED
1995 JAN 19 PM 12:30
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on January 12TH, 1995, in the City of Boca Raton, State of Florida.

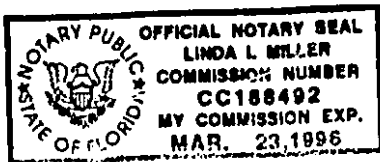



Debra Tomasello
INCORPORATOR

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12TH day of January, 1995, by Debra Tomasello, who is personally known to me or who has produced _____ (type of identification) as identification and who did/did not take an oath.

OFFICIAL NOTARIAL SEAL:





Notary Public

LINDA L. MILLER

(type, print, or stamp name)

My Commission Expires:

Commission No.: _____