

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE
7.21.97

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BROOKS Insurance
Services, Inc.

- Art of Inc. File Photo
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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Signature _____

Requested by: DK

7/21/97 10:30

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RP
7-22-97

**ARTICLES OF INCORPORATION
OF
BROOKS INSURANCE SERVICES, INC.**

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THE UNDERSIGNED, acting as the incorporator of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

EFFECTIVE DATE
7-21-97

ARTICLE I - NAME

The name of this corporation is BROOKS INSURANCE SERVICES, INC.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

ARTICLE III - PURPOSE

The purpose or purposes of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,200 shares of Common Stock at One Dollar (\$1.00) par value per share.

ARTICLE V - CAPITAL

The sum of the 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.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Philip H. Forbes, Esquire.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of the person(s) who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert A. Brooks	9590 Sandy Run Rd. Jupiter, FL 33478
Jackie L. Brooks	9590 Sandy Run Rd. Jupiter, FL 33478

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert A. Brooks	9590 Sandy Run Rd. Jupiter, FL 33478

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the

contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII - PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address is 9590 Sandy Run Road, Jupiter, FL 33476.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this 21 day of July, 1997.

Robert A. Brooks
Robert A. Brooks,
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21 day of July, 1997, by Robert A. Brooks, who is personally known to me or who produced _____ as identification and who did not take an oath.

Philip H. Forbes
Notary Public, State of Florida
My commission expires:



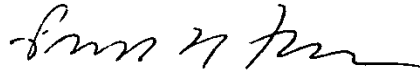
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

BROOKS INSURANCE SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

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.



Philip H. Forbes, Esquire
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26 day of July, 1997, by Philip H. Forbes who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public, State of Florida
My commission expires:



CARI A. PODESTA
COMMISSION # CC 553769
EXPIRES JUN 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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