

JAMES N. BUSH
ATTORNEY AT LAW

4900 South Davie Road
Davie, Florida 33314

(954) 792-0116
Fax: (954) 583-7833

PO10000115211

November 30, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

000004701710--8
-12/03/01--01031--013
*****78.75 *****78.75

Re: BROEKHUIZEN HOLDING, INC.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also find enclosed a check in the amount of \$78.75 representing the following:

| | |
|----------------------|---------|
| Filing fees: | \$35.00 |
| Certified Copy fee | 8.75 |
| Registered agent fee | 35.00 |

Please file the enclosed Articles of Incorporation and return a certified copy to me.

Thank you for your courtesies in this matter.

Sincerely,

James N. Bush

James N. Bush

JNB/hb
enclosures:

FILED
01 DEC -3 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE DEC - 5 2001

ARTICLE I-Name

The name of the corporation is BROEKHUIZEN HOLDING, INC.

FILED
01 DEC -3 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II-Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III-Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-Styled Capital

The corporation is authorized to issue 100 shares of common stock no par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V-Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The

corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

| <u>Name</u> | <u>Address</u> |
|------------------------------|---|
| Koenraad Jacobus Broekhuizen | Noorddammerlaan 111 1187AC Amstelveen The Netherlands, E.U. |
| Cristol M.W. Broekhuizen | Noorddammerlaan 111 1187AC Amstelveen The Netherlands, E.U. |
| Jan F. Morren | 1531 N.E. 63 rd Street Fort Lauderdale, Fl. 33334 |

ARTICLE VI-Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII-Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII-Amendment

The articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX-Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Name

Address

Jan F. Morren

1531 N.E. 63rd Street
Fort Lauderdale, Fl. 33334

ARTICLE X-Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 7245 N.W. 54th Street, Miami, Florida 33166, and the name of the initial registered agent of the corporation is Jan F. Morren of 1531 N.E. 63 Street, Fort Lauderdale, Florida, 33334

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 30th day of November, 2001.



JAN F. MORREN

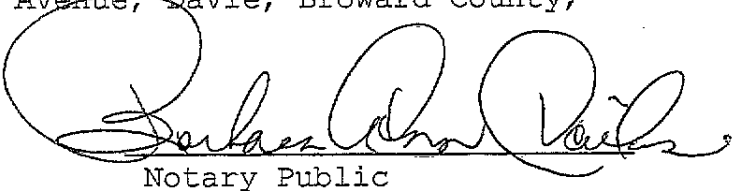
STATE OF FLORIDA

COUNTY OF BROWARD.

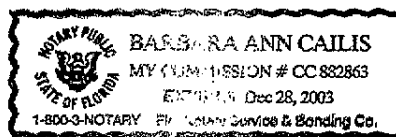
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, JAN F. MORREN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of November, 2001 at 4900 S.W. 64th Avenue, Davie, Broward County, Florida.

Printed/Stamped Name
My Commission Expires:



Notary Public
State of Florida at Large



Certificate Designating Place of Business or Domicile for the
Service of Process Within this State, Naming Agent Upon Whom
Process May be Served

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

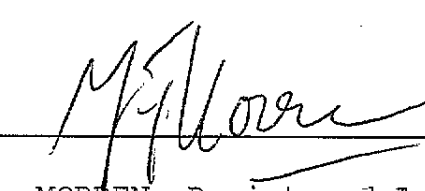
That BROEKHUIZEN HOLDING, Inc. desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at 72 45 N.W. 54th
Street, Miami, Florida 33166 and has named Jan F. Morren, 1531
N.E. 63rd Street, Fort Lauderdale, Florida, 33334, as its agent
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
named Corporation, at the place designated in this certificate,
the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the
designated office open.

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

DATED: November 30, 2001


JAN F. MORREN, Registered Agent

FILED
01 DEC -3 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA