



THE UNITED STATES  
CORPORATION  
COMPANY

# A98000001960

ACCOUNT NO. : 072100000032

REFERENCE : 932765 4312129

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 157.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 19 PM 4:13

ORDER DATE : August 19, 1998

ORDER TIME : 11:33 AM

ORDER NO. : 932765-010

CUSTOMER NO: 4312129

CUSTOMER: Suzanna K. Bailey, Legal Asst  
DICKENSON MURDOCH REX & SLOAN,  
CHARTERED  
Suite 410  
980 North Federal Highway  
Boca Raton, FL 33432

800002619918--4

DOMESTIC FILING

NAME: THE BROOKWOOD FUND, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Howard Coleman

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
98 AUG 19 PM 12:16  
DIVISION OF CORPORATION

*8/19/98*

CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE BROOKWOOD FUND, LTD.  
a Florida limited partnership

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is THE BROOKWOOD FUND, LTD.
2. The address of the office of the Partnership is 980 NORTH FEDERAL HIGHWAY, SUITE 400, BOCA RATON, FLORIDA 33432
3. The name and address of the agent for service of process on the Partnership is MICHAEL COMPARATO, 980 NORTH FEDERAL HIGHWAY, SUITE 400, BOCA RATON, FLORIDA 33432
4. The name and business address of the sole general partner is:

BROOKWOOD CAPITAL MANAGEMENT, INC.  
980 NORTH FEDERAL HIGHWAY - SUITE 400  
BOCA RATON, FLORIDA 33432

5. The mailing address of the Partnership is:

c/o BROOKWOOD CAPITAL MANAGEMENT, INC.  
980 NORTH FEDERAL HIGHWAY - SUITE 400  
BOCA RATON, FLORIDA 33432

6. The latest date upon which the Partnership shall dissolve is DECEMBER 31, 2027.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of THE BROOKWOOD FUND, LTD. this 31<sup>st</sup> day of JULY, 1998.

GENERAL PARTNER:

BROOKWOOD CAPITAL MANAGEMENT, INC.  
a Florida corporation

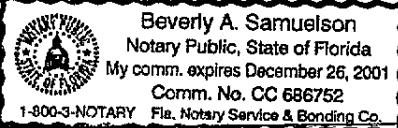
By: Michael Comparato  
MICHAEL COMPARATO, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 31<sup>st</sup> day of JULY, 1998, by MICHAEL COMPARATO, as President of BROOKWOOD CAPITAL MANAGEMENT, INC., a Florida corporation, on behalf of the Corporation. He ☒ is personally known to me, or ☐ produced \_\_\_\_\_ as identification.

Beverly A. Samuelson  
Notary Public

[SEAL]



Printed Name of Notary/Serial number

My Commission Expires: 12/26/01

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SECRETARY OF CORPORATIONS  
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for THE BROOKWOOD FUND, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
MICHAEL COMPARATO

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MICHAEL COMPARATO, President of BROOKWOOD CAPITAL MANAGEMENT, INC., a Florida corporation, the sole general partner of THE BROOKWOOD FUND, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

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1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, TEN THOUSAND DOLLARS (\$10,000.00).

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

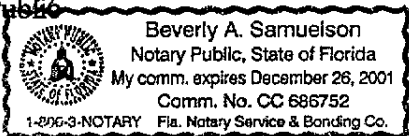
APPLICANT

BROOKWOOD CAPITAL MANAGEMENT, INC.,  
a Florida corporation

By: Michael Comparato  
MICHAEL COMPARATO, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 31st day of JULY, 1998, by MICHAEL COMPARATO, as President of BROOKWOOD CAPITAL MANAGEMENT, INC., a Florida corporation, on behalf of the Corporation. He ☒ is personally known to me, or ☐ produced \_\_\_\_\_ as identification.

Beverly A. Samuelson  
Notary Public  
[SEAL]   
Beverly A. Samuelson  
Notary Public, State of Florida  
My comm. expires December 26, 2001  
Comm. No. CC 686752  
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

Printed Name of Notary/Serial number

My Commission Expires: 12/26/01