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CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN APR 15 2003

B

Brookfield Realty Co. Inc.

Residential Marketing & Development

611 East Wade Hampton Blvd. • P.O. Box 2316 • Greer, SC 29652

April 12, 2003

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

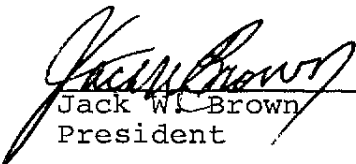
Dear Sir or Madam:

Please find the enclosed application, to register a Foreign Corporation, certificate of existence from the State of South Carolina, and a \$87.50 check for filing fee, certificate of status and certified copy.

I have enclosed for your convenience a prepaid FedEx Air Bill for you to send the above to me if you are able to do so.

If you have any questions please do not hesitate to call me at 864-879-7107.

Thank you,



Jack W. Brown
President

enc.

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brookfield Realty Co., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jack W. Brown
(Name of Person)
Brookfield Realty Co., Inc.
(Firm/Company)
611 E. Wade Hampton Blvd. P.O. Box 2316
(Address)
Greer, S.C. 29652
(City/State and Zip code)

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For further information concerning this matter, please call:

Jack W. Brown at (864) 879-7107
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Brookfield Realty Co., Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. South Carolina 3. 57-0994847
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 12, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. "Upon qualification"
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 611 E. Wade Hampton Blvd. Greer, South Carolina 29651
(Principal office address)

P.O. Box 2316, Greer, South Carolina 29652
(Current mailing address)

8. Real Estate and Mobile Home Brokerage/Dealer
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)


9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Randy R. Brown

Office Address: 5996 Sawgrass Point Drive
Port Orange, Florida 32128
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Randy R. Brown (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Jack W. Brown

Address: 765 Holston Creek Church Road

Inman, South Carolina 29349

Vice President: _____

Address: _____

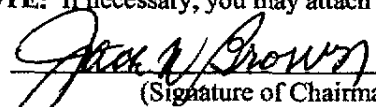
Secretary: _____

Address: _____

Treasurer: _____

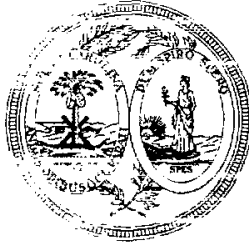
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jack W. Brown, President
(Typed or printed name and capacity of person signing application)

The State of South Carolina



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FILE
JULIENNE CORPORATIONS
TALLAHASSEE, FLORIDA

Office of Secretary of State Mark Hammond Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

BROOKFIELD REALTY CO., INC.,

a corporation duly organized under the laws of the State of South Carolina on **September 13th, 1995**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 11th day of
April, 2003.

A handwritten signature in black ink that reads "Mark Hammond".

Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.