

P00000037405



ACCOUNT NO. : 072100000032

REFERENCE : 661473 4381472

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 96.25

ORDER DATE : April 13, 2000

ORDER TIME : 10:58 AM

ORDER NO. : 661473-005

CUSTOMER NO: 4381472

500003207605--6

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: BROOKSIDE TERRACE GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING (TWO GOOD STANDINGS)

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:22

RECEIVED
00 APR 13 PM 12:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
04/13/00

ARTICLES OF INCORPORATION

OF

BROOKSIDE TERRACE GP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:22

ARTICLE I - NAME

The name of this corporation is BROOKSIDE TERRACE GP, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 1351 North Courtenay Parkway, Suite B-B, Merritt Island, Florida 32953. The initial mailing address of the corporation is Post Office Box 4961, Orlando, Florida 32802-4961.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

B&C Corporate Services
Central Florida, Inc.

390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

ARTICLE VI - MANAGEMENT

The Corporation shall not have a board of directors. The business and affairs of the Corporation shall be managed and regulated by the Corporation's shareholders.

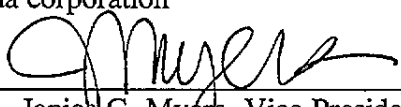
ARTICLE VII - INDEMNIFICATION

Each shareholder (in his or her management capacity) and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or shareholder of the corporation who exercised management authority, whether or not wholly owned or by reason of any act or omission to act as such shareholder or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any shareholder or officer may be entitled as a matter of law. Shareholders acting in their management capacity shall be entitled to any right of indemnification available to directors as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 12th day of April, 2000.

B&C Corporate Services of Central Florida, Inc., a
Florida corporation

By: _____


Janice C. Myers, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 2:22

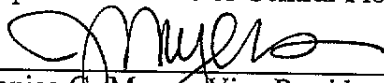
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is BROOKSIDE TERRACE GP, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

BROOKSIDE TERRACE GP, INC.

By: B&C Corporate Services of Central Florida, Inc.

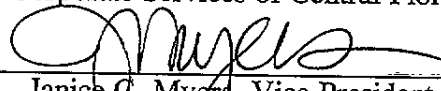
By: 
Janice C. Myers, Vice President

Title: Incorporator

Dated this 12th day of April, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By: 
Janice C. Myers, Vice President

Dated this 12th day of April, 2000.