

P00000059120



ACCOUNT NO. : 072100000032

REFERENCE : 730728 7215955

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 14 PM 12:20

ORDER DATE : June 14, 2000

ORDER TIME : 11:22 AM

ORDER NO. : 730728-005

CUSTOMER NO: 7215955

700003289087--6

CUSTOMER: Mr. Thomas D. Decarlo  
THOMAS D. DECARLO, P.A.  
THOMAS D. DECARLO, P.A.  
Suite 700  
500 Australian Avenue  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ~~THE BROOKS GROUP, 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  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1115  
EXAMINER'S INITIALS:

*2544*  
*W00-15155*

RECEIVED  
00 JUN 14 PM 12:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32310  
*[Signature]*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN 14 PM 12:21

June 14, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE BROOKS GROUP, INC.  
Ref. Number: W00000015155

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for THE BROOKS GROUP, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 000A00034129

RECEIVED  
00 JUN 19 AM 9:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN 14 PM 12:21

ARTICLES OF INCORPORATION  
OF  
THE BROOKS ACQUISITION GROUP, INC.

The undersigned, a natural person of the age of eighteen years or more, hereby organizes the corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is The Brooks Acquisition Group, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares of all classes of stock which the Corporation has authority to issue is 500,000 shares, no par value. Except as stated in Article V herein, the creation of one or more classes, the allocation of authorized shares to any particular classification, the rights of each class of stock, and all other issues regarding rights of stockholders shall be as set forth in the By Laws of the Corporation

ARTICLE V

No shareholder shall have any preemptive rights whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The address of both the initial registered office of the Corporation and the mailing address of the Corporation is 500 Australian Ave., Suite 700, West Palm Beach, Florida, 33401, and the name of the initial registered agent is Thomas D. DeCarlo. The initial address of the principal office of the corporation shall be 500 Australian Ave., Suite 700, West Palm Beach, Florida 33401.

ARTICLE VII

The initial Board of Directors shall consist of 1 member(s) who shall serve as director(s) until the first annual meeting of shareholders or until successor(s) shall have been elected and qualified, and whose name and address is as follows:

NAME

ADDRESS

Thomas D. DeCarlo

500 Australian Ave.  
Suite 700  
West Palm Beach, Florida 33401

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation.

ARTICLE VIII

The name and address of the incorporator of the Corporation is as follows:

NAME

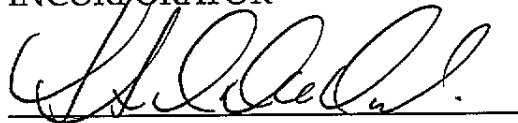
ADDRESS

Thomas D. DeCarlo

500 Australian Ave.  
Suite 700  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, I have hereunto set my hand this 13<sup>th</sup> day of June, 2000.

INCORPORATOR



STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Thomas D. DeCarlo, who is personally known to me or who produced FL. DL. as identification.

Witness my hand and official seal in the State last aforesaid this 13<sup>th</sup> day of June, 2000.

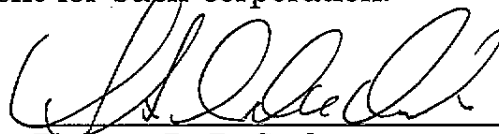
  
NOTARY PUBLIC, STATE OF FLORIDA  
my commission expires:



Tamara T. Stambaugh  
MY COMMISSION # CC579033 EXPIRES  
October 29, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, Thomas D. DeCarlo, state that I am familiar with and accept the duties and responsibilities as registered agent for ~~The Brooks Acquisition~~ Group, Inc., and hereby accept the designation as registered agent for such corporation.



Thomas D. DeCarlo

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JUN 14 PM 12:21