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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

BROOKE FINANCIAL INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

BROOKE FINANCIAL INC.

The undersigned incorporator(s), for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **BROOKE FINANCIAL INC.**

The principal place of business of this corporation shall be:

11143 GRIFFING BLVD BISCAYNE PARK FL. 33167

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 1,000 shares with a \$1.00 par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is(are):

FRANK TALARICO PRES./SEC.

Prepared by: **R.D.K. FINANCIAL SERVICES INC.**

1304 S.W 160 AVE PMB 423

FORT LAUDERDALE FL 33326

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the
incorporator(s) to this articles of incorporation is (are):

FRANK TALARICO
11143 GRIFFING BLVD.
BISCAYNE PARK FL. 33161

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of incorporation
this, 4 day of APRIL 2001

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BROOKE FINANCIAL INC.

2. The name and address of the registered agent and office is:

FRANK TALARICO

11143 GRIFFING BLVD, BISCAYNE PARK FL 33161

(CITY / STATE / ZIP)

Signature: 

Title: PRES/SEC.

Date: APRIL 4 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES

SIGNATURE: 

DATE APRIL 4 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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