

The Law Office of
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May 3, 2001

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*****78.75 *****78.75

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
F. Brooks Matheson, Inc.

Dear Sir/Madam:

Enclosed please find articles of incorporation and check in the amount of \$78.75 representing the filing fee and a certified copy fee for the above-captioned corporation.

Thank you for your attention in this matter.

Very truly yours,

LAW OFFICES OF RICHARD J. CALDWELL, P.A.



Richard J. Caldwell
For the Firm

RJC:abb
Encls.

FILED
01 MAY 10 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/10/01

**ARTICLES OF INCORPORATION
OF
F. BROOKS MATHESON II, INC.**

FILED
01 MAY 10 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, subscribers to these Articles of Incorporation, do hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: **F. BROOKS MATHESON II, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be and is as follows: to engage in any activity or business permitted under the Laws of The United States of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at \$1.00 par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Hundred (\$100.00) Dollars.

ARTICLE V - CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - OFFICE OF THE CORPORATION

The initial street address of the principal office of the corporation shall be: 6150 S.W. 76th Street, South Miami, Florida 33143.

ARTICLE VII - DIRECTORS

This corporation shall have at its inception one (1) director. The number of directors may be increased or diminished from time to time in accordance with the directives of the stockholders of the corporation, but it shall at no time be less than one (1) in number.

ARTICLE VIII - INITIAL DIRECTORS

The names and street address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws, of this corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME

ADDRESS

Finlay Brooks Matheson, II

6150 S.W. 76th Street
South Miami, Florida 33143

ARTICLE IX - SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber is:

NAME**ADDRESS**

Finlay Brooks Matheson, II

6150 S.W. 76th Street
South Miami, Florida 33143**ARTICLE X - OFFICERS**

The Officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner hold their offices for such terms, and have each such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary, or an Assistant Secretary of this Corporation.

ARTICLE XI - INITIAL OFFICERS

The name and street address of the initial officers of this corporation are:

NAME**ADDRESS**Finlay Brooks Matheson, II
President6150 S.W. 76th Street
South Miami, Florida 33143**ARTICLE XII - REGISTERED AGENT**

The registered name and registered street address of the initial registered resident agent of this corporation is:

NAME**ADDRESS**

Richard J. Caldwell, P.A.

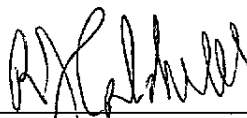
2600 Douglas Road, Suite 1108
Coral Gables, Florida 33134

ARTICLE XIII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner hereafter prescribed by Law and all rights conferred on stockholders herein are granted, subject to this reservation.

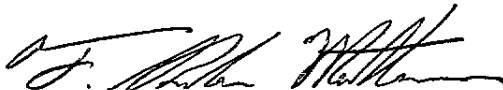
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Richard J. Caldwell
REGISTERED AGENT

IN WITNESS WHEREOF, we, the undersigned, being the Subscribing incorporators, have hereunto set our hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, and we hereby, make and file these Articles of Incorporation and certify that the facts stated herein are true, this 7 day of May, 2001.



Finlay Brooks Matheson, II

01 MAY 10 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED