

P0100000 50402

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

Re: BROOKXANDERS INC.
307 PALMVIEW COURT
KISSIMMEE, FLORIDA 34743

300004215553--8
-05/14/01--01120--013
122.50 **78.75

Dear Department of State:

I am enclosing an original and one copy of the Articles of Incorporation for the above proposed corporation. [I reserved the above corporate name with your office pursuant to Reservation # _____], dated 05/09/01.

Also enclosed is a check/ money order in the amount of \$ 122.50 in payment of the following fees

Filing Fee	\$ 35.00
Certified copy fee	<u>52.50</u>
Registered Agent fee	<u>35.00</u>
Charter Tax	<u>00.00</u>
 TOTAL	 122.50

FILED
01 MAY 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original articles and return the certified copy to me at the above address.

Sincerely,


Incorporator
ERIC G. ORTIZ

5-21-01
WCC

ARTICLES OF INCORPORATION

OF

BROOKXANDERS INC.

FILED
01 MAY 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE: The name of the corporation is BROOKXANDERS INC.

TWO: The duration of the corporation shall be perpetual.

THREE: The address of the corporation is 307 PALMVIEW COURT
KISSIMMEE, FLORIDA 34743

The general purpose or purposes for which this corporation is being formed are to operate a Hobby Shop and Child Care and Early Learning Center, including Transportation, Consulting and any other lawful business activity for which corporation may be incorporated under Chapter 607 of the Florida Statutes.

FIVE: The aggregate number of shares, which the corporation shall have authority to issue is FIVE THOUSAND (5,000) common shares having a value of \$ 1.00 per share.

SIX: The registered agent and the street address of the initial registered office of the corporation in the state of Florida is:

Name


ERIC G. ORTIZ

Address

307 PALMVIEW COURT
KISSIMMEE, FLORIDA 34743

The internal affairs of the corporation shall be governed by the Bylaws of the Corporation, which shall be adopted at the meeting of the Board of Directors.

SEVEN: The number of directors constituting the initial board of directors is 1 and the name and address of each person who is to serve as a member thereof

is as follows:

Name	Address
<u>ERIC G. ORTIZ</u>	<u>307 PALMVIEW COURT</u> <u>KISSIMMEE, FLORIDA 34743</u>

EIGHT: The name and address of the sole incorporator is:

Name	Address
<u>ERIC G. ORTIZ</u>	<u>307 PALMVIEW COURT</u> <u>KISSIMMEE, FLORIDA 34743</u>

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these articles of Incorporation.

DATED: _____


ERIC G. ORTIZ

ARTICLE NINE (1X):

SUBSCRIBERS

The names and street addresses and the number of shares subscribed to by the subscribers hereto, who are also members of the first Board of Directors and who are to conduct the business of the Corporation until those elected at the organizational meeting, are:

ERIC G. ORTIZ
307 PALMVIEW COURT
KISSIMMEE, FLORIDA 32743

5000 Shares

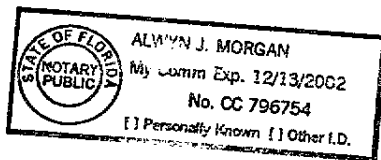
STATE OF FLORIDA

COUNTY OF SEMINOLE

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized
In the state and county named above to take acknowledgments, personally appeared
to me known to be the person described ERIC G. ORTIZ
as the subscriber in and who executed the foregoing Articles of Incorporation, and
Acknowledged before me that he/ she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this

9 day of MAY, 2001.



Alwyn J. Morgan
Notary Public
My commission expires: 12/13/2002

I, the undersigned, hereby accept the appointment as Registered Agent of the above
noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of
the Florida Statutes.

Eric G. Ortiz