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SANDLER & SANDLER
ATTORNEYS AT LAW

A. M. SANDLER (1904-75)
M. L. SANDLER

June 28, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 JUN 29 AM 10:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: *Filing of Articles of Incorporation
Brookwood Trading of Florida, Inc.*

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Brookwood Trading of Florida, Inc. together with our check in the amount of \$78.75 for fees for filing, registered agent and return of a certified copy.

Thank you for your assistance.

Very truly yours,

Martin Sandler

Martin L. Sandler

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enclosures

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ARTICLES OF INCORPORATION
OF BROOKWOOD TRADING OF FLORIDA, INC. 01 JUN 29 AM 10:07

ARTICLE I

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation is BROOKWOOD TRADING OF FLORIDA, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation shall have the power to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under section 1244 of the Internal Revenue Code.

ARTICLE V

The street address of the initial registered office of the corporation is Suite 729, 25 SE Second Avenue, Miami, FL and the name of the initial registered agent of this corporation at that address is Martin L. Sandler.

ARTICLE VI

The corporation shall initially have one Director which may be increased or diminished by the bylaws but shall never be less than one.

The names and addresses of the initial Director :

G. Landauer
15771 NW 16th Court
Miami, FL

ARTICLE VII

The names and addresses of the person signing these articles is:

G. Landauer
15771 NW 16th Court
Miami, FL

ARTICLE VIII

The name and address and office of the initial officer of this corporation is:

G. Landauer, President
15771 NW 16th Court
Miami, FL

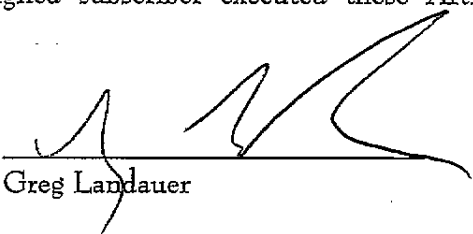
ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE X


The corporation shall indemnify any current or former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 26th day of June, 2001.



Greg Landauer

I hereby accept designation as resident agent for BROOKWOOD TRADING OF FLORIDA, INC.



Martin L. Sandler

State of Florida :
:SS
County of Miami-Dade :

BEFORE ME THE UNDERSIGNED authority personally appeared Greg Landauer known to me and known to me to be the person who executed the foregoing Articles of Incorporation. He exhibited to me identification and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS THEREOF I have hereunto set my hand and seal this 26th day of June, 2001.




Notary Public, State of Florida

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