TO:

Department of State

Division of Corporations

PO Box 6327

Tallahassee, FL 32314

FROM:

Detlef Mandke

4513 West Tradewinds Avenue Fort Lauderdale, Florida 33308

(954) 491-1749

Enclosed please find an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, Certified Copy and Certificate for each of the following six (6) corporations:

Prince George's Apartments, Inc.

Brookland Investment, Inc.

Madrid Apartments, Inc.

Norfolk Investments, Inc.

Potomac Apartments, Inc.

Lake County Investments, Inc.

and letter authorizing the use of these corporate names from the former owner/use

I am the Incorporator and Registered Agent for each of these six (6) corporations and can be reached at the above address and telephone.

T.S. JUL 03 200



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 20, 2001

DETLEF MANDKE 4513 W TRADEWINDS AVE FT LAUDERDALE, FL 32314

SUBJECT: BROOKLAND INVESTMENT, INC.

Ref. Number: W01000014173

We have received your document for BROOKLAND INVESTMENT, INC. and your check(s) totaling \$525.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6052.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 801A00037520

AFFIDAVIT OF INCORPORATOR OF BROOKLAND INVESTMENT INC.

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared OFER AMIR, who was sworn and further deposes and says as follows:

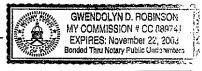
- 1. I am the Incorporator of BROOKLAND INVESTMENT INC.
- 2. This Affidavit is made in conjunction with the filing of Articles of Dissolution.
- 3. This dissolution is final and no attempt will be made to revoke the Articles of Dissolution or to reinstate the corporation.
- 4. I am releasing the name BROOKLAND INVESTMENT INC. for immediate use.

THE AFFIANT SAYS NOTHING FURTHER.

OFER AMIR INCORPORATOR

Sworn to and subscribed before me on I I Unit O by OFER AMIR Incorporator of BROOKLAND INVESTMENT, INC., who is Personally Known; OR Produced Identification.

Type of Identification Produced:



NOTARY PUBLIC

My Commission Expires:

ARTICLES OF INCORPORATION OF

BROOKLAND INVESTMENT, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Brookland Investment Inc.

ARTICLE TWO

PRINCIPAL OFFICE ADDRESS

The principal office address of the corporation shall be:

4513 West Tradewinds Avenue Fort Lauderdale, Florida 33308

This address may be changed at any time by the Board of Directors.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in any lawful business;

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SECRETARY OF STATE
TALLAHASSEE, FLORIN,

- 2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and
- 3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4513 West Tradewinds Avenue, Fort Lauderdale, Florida 33308, and the name of its initial registered agent at such address, is Detlef Mandke.

ARTICLE SIX

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Detlef Mandke

4513 West Tradewinds Avenue

Fort Lauderdale, Florida 33308

Detlef Mandke, Incorporator

SIGNATURE AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performante of my duties and I am familiar with and accept the obligations/of my position as registered agent.

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Detlef Mandke, Registered Agent