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September 26, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

900004617499--2
-10/01/01--01035--002
*****70.00 *****70.00

RE: BROOKS ENGINE SERVICE, INC.

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-10/01/01--01035--002
*****70.00 *****70.00

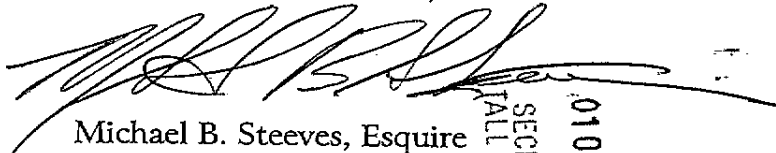
Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named corporation.

Also enclosed is my trust account check in the amount of \$70.00 for the filing fees. Please return a copy of the Articles along with the corporate charter in the enclosed envelope provided for your convenience.

Sincerely,

MICHAEL B. STEEVES, P.A.


Michael B. Steeves, Esquire

MBS:jss
Enclosures: (2)

cc: Client

FILED
01 OCT - 1 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6 Days
10/2/01

**ARTICLES OF INCORPORATION
OF
BROOKS ENGINE SERVICE, INC.**

FILED
01 OCT -1 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the proposed corporation is **BROOKS ENGINE SERVICE, INC.**

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation is primarily organized to engage in the acquisition and management of real property. The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 500, all of which shall be common shares with a no par value.

The corporation may create and issue such other shares of preferred or special classes of stock, which shares, may be divided into and issued in series with such relative rights and preferences as fixed and determined by the Board of Directors.

**ARTICLE FIVE
STOCK TRANSFERS-AUTHORIZATION OF RESTRICTIONS**

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable time during business hours.

ARTICLE SIX
STOCKHOLDER'S MEETINGS: QUORUM

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series, unless otherwise required by the Florida General Corporation Act or a Bylaw.

ARTICLE SEVEN
STOCKHOLDER'S MEETINGS: VOTING

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Florida General Corporation Act, these Articles of Incorporation or a Bylaw.

ARTICLE EIGHT
STOCKHOLDERS: RIGHT TO ADOPT, AMEND AND REPEAL BY-LAWS

The power to make, alter, amend and repeal the By-laws of the corporation shall be reserved for stockholders of the corporation.

ARTICLE NINE
REGISTERED OFFICE, MAILING ADDRESS

The street address of the initial registered office of the corporation shall be 2048 Range Road, Clearwater, Florida 33765, and the name of the initial registered agent of the corporation at that address is Billy E. Brooks. The mailing address of the corporation is 2048 Range Road, Clearwater, Florida 33765.

ARTICLE TEN
BOARD OF DIRECTORS: EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, except as otherwise required by the Articles of Incorporation, the Bylaws or the Florida General Corporation Act.

ARTICLE ELEVEN
BOARD OF DIRECTORS: NUMBER

The Board of Directors of the corporation shall consist of at least two members, as fixed by or in the manner provided in the Bylaws. In the absence of a Bylaw providing for the number of Directors, the number shall be as that provided for herein.

ARTICLE TWELVE
DIRECTORS: QUORUM

A majority of the number of Directors fixed by, or in the manner provided in the Bylaws, or of the number stated here shall constitute a quorum for the transaction of business, at a meeting of the Board of Directors unless a greater number is required by any Bylaw.

ARTICLE THIRTEEN
DIRECTORS: VOTING


The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by any Bylaw.

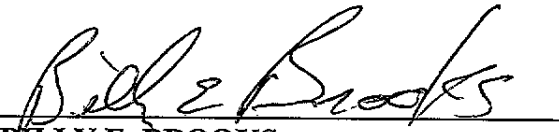
ARTICLE FOURTEEN
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address is: Billy E. Brooks, 2048 Range Road, Clearwater, Florida 33765.

ARTICLE FIFTEEN
INCORPORATORS

The name and address of the incorporator is Billy E. Brooks, 2048 Range Road, Clearwater, Florida 33765.

 **IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal on this day of September, 2001.


BILLY E. BROOKS

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of September, 2001
by BILLY E. BROOKS, who is personally known to me or who provided
a Florida Drivers license as identification, and who did take an oath.

Donna Mugler Hubbard
NOTARY PUBLIC STATE OF FLORIDA
DONNA MUGLER HUBBARD
Printed Name
Commission No. _____

My commission expires: _____



CONSENT TO SERVE AS REGISTERED AGENT FILED
FOR

BROOKS ENGINE SERVICE, INC.

01 OCT -1 PM 12:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 9/26/01, 2001

Billy E. Brooks
BILLY E. BROOKS