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From:

Account Name : HODGSON RUSS LLP  
Account Number : 002720000242  
Phone : (561) 394-0500  
Fax Number : (561) 394-3862

**FLORIDA PROFIT CORPORATION OR P.A.**

**BROOKFIELD MANAGEMENT, INC.**

Certificate of Status	0
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

December 7, 2001

HODGSON RUSS LLP

,

SUBJECT: BROOKFIELD MANAGEMENT, INC.  
REF: W01000027894

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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ARTICLES OF INCORPORATION  
OF  
BROOKFIELD MANAGEMENT, INC.

ARTICLE 1

NAME

The name of this Corporation is BROOKFIELD MANAGEMENT, INC.

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be P.O. Box 812169, Boca Raton, Florida 33481-2169.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be P.O. Box 812169, Boca Raton, Florida 33481-2169.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

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## ARTICLE 5

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) Common shares, having a par value of ONE CENT (\$.01) per share, which Common shares, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

## ARTICLE 6

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

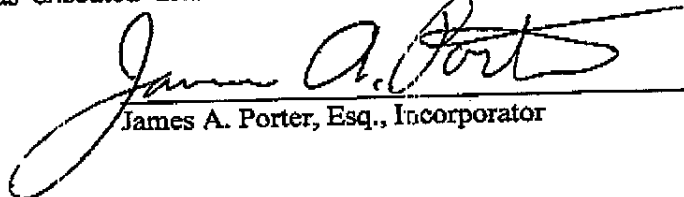
The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that office is HRAWG CORP.

## ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is James A. Porter, Esq., c/o Hodgson Russ LLP at 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 6th day of December, 2001.

  
James A. Porter, Esq., Incorporator

CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT  
FOR  
BROOKFIELD MANAGEMENT, INC.

Having been appointed as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and hereby agrees to act in this capacity. Further, the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of all duties and the undersigned is familiar with and accepts the obligations of such position.

HRAWG CORP.

By Larry Corman  
Name: Larry Corman  
Title: President

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