

**ST. ARNOLD & STEARNS**  
CHARTERED  
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.  
James R. Stearns, Esq.

Charles M. Phillips, Jr., Esq.  
Of Counsel

**PO2000027263**

March 4, 2002

600005049936--1  
-03/06/02--01042--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
02 MAR -6 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Brookfield Real Estate, Inc.


Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing regarding the above-referenced matter. Also enclosed is our check in the amount of \$78.75 to cover the cost of the following services:

- |   |         |
|---|---------|
| 1. Filing fee for corporation   | \$35.00 |
| 2. Registered Agent Designation   | \$35.00 |
| 3. One certified copy of the Articles of<br>Incorporation (not exceeding 8 pages) | \$ 8.75 |
|   | \$78.75 |

If you have any questions, please do not hesitate to contact my office.

Sincerely,

  
Jack R. St. Arnold

JRS/sh  
Enclosure

*gjs*  
3/13

**ARTICLES OF INCORPORATION**  
**OF**  
**BROOKFIELD REAL ESTATE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of the corporation shall be Brookfield Real Estate, Inc.

**ARTICLE II LOCATION**

The location of this corporation shall be:

28163 U.S. Hwy 19 N., Ste. 215  
Clearwater, FL 33761

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**ARTICLE III NATURE OF BUSINESS**

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

**ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V INITIAL  
REGISTERED OFFICE  
AND AGENT**

The street address of the initial registered office of this corporation is 28163 U.S. Hwy 19 N., Ste. 215, Clearwater, FL 33761, and the name of the initial registered agent of this corporation at that address is Douglas C. Hargreaves.

**ARTICLE VI TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII DIRECTORS**

The corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Douglas C. Hargreaves  
28163 U.S. Hwy 19 N., Ste. 215  
Clearwater, FL 33761

Sally E. Roddey  
28163 U.S. Hwy 19 N., Ste. 215  
Clearwater, FL 33761

**ARTICLE VIII OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

PRESIDENT: Douglas C. Hargreaves

SECRETARY: Sally E. Roddey

TREASURER: Sally E. Roddey

**ARTICLE IX SUBSCRIBER**

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

<u>Name</u>	<u>Address</u>	<u>No. Of Shares</u>
Douglas C. Hargreaves	28163 U.S. Hwy 19 N., Ste. 215 Clearwater, FL 33761	500
Sally E. Roddey	28163 U.S. Hwy 19 N., Ste. 215 Clearwater, FL 33761	500

**ARTICLE X PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number

of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

**ARTICLE XII AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4th day of ~~February~~ MARCH, 2002.

Douglas C. Hargreaves  
Douglas C. Hargreaves

Sally E. Roddey  
Sally E. Roddey

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 4th day of ~~February~~ MARCH 2002, by Douglas C. Hargreaves, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:



Barbara A. Horn  
MY COMMISSION # CC746331 EXPIRES  
May 28, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

SIGN Barbara A. Horn  
PRINT BARBARA A. HORN  
State of Florida at Large (Seal)  
My Commission Expires: 5/28/2002

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 4th day of ~~February~~ MARCH 2002, by Sally E. Roddey, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath, and

acknowledged to and before me that she has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:



Barbara A. Horn  
MY COMMISSION # CC746331 EXPIRES  
May 28, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

SIGN *Barbara A. Horn*  
PRINT BARBARA A. HORN  
State of Florida at Large (Seal)  
My Commission Expires: 5-28-2002

**ACCEPTANCE BY REGISTERED AGENT**

**HAVING BEEN NAMED** as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

*Douglas C. Hargreaves*  
Douglas C. Hargreaves

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