ST. ARNOLD & STEARNS

ATTORNEYS AT LAW

Jack R. St. Arnold, Esq. James R. Stearns, Esq. Charles M. Phillips, Jr., Esq. Of Counsel

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March 4, 2002

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

RE: Brookfield Real Estate, Inc.

Dear Sir/Madam:

D2 MAR -6 AM 8: 50
SECRETARY OF STATE
SECRETARY OF STATE

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

 One certified copy of the Articles of Incorporation (not exceeding 8 pages) \$<u>8.75</u> \$78.75

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

Sincerely,

Jack R. Sţ. Arnold

JRS/sh Enclosure

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.

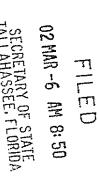
ARTICLE I NAME

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

ARTICLE !! LOCATION

The location of this corporation shall be:

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



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:

Name	<u>Address</u>	 No. Of Shares
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, 2002. STATE OF FLORIDA COUNTY OF PINELLAS The foregoing Articles of Incorporation were acknowledged before me this day of February 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 IY COMMISSION # CC746331 EXPIRES May 28, 2002 BONDED THRU TROY FAIN INSURANCE, INC. SIGN PRINT State of Florida at Large (Seal) My Commission Expires: 6/28/2002 STATE OF FLORIDA **COUNTY OF PINELLAS** The foregoing Articles of Incorporation were acknowledged before me this day of February 2002, by Sally E. Roddey, who is personally known to the or who has as identification and who did take an oath, and produced.

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 MUNULA G. 17TH PRINT BARBARA A. HOEN

State of Florida at Large (Seal)

My Commission Expires: 5-28-200 =

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

02 MAR -6 AM 8: 50 SECRETARY OF STATE