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LAW OFFICES OF

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986
FAX: (954) 929-2440

August 16, 2002

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*****70.00 *****70.00

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG 23 AM 10: 09

Re: Brooks Enterprises Inc. Of South Florida

Dear Sir or Madame:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one copy to my office.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

Very truly yours,

CHARLES J. GOLDMAN

CJG:csg

Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 23 AM 10: 09

ARTICLES OF INCORPORATION

OF

BROOKS ENTERPRISES INC. OF SOUTH FLORIDA

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

BROOKS ENTERPRISES INC. OF SOUTH FLORIDA

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

126 Golden Isles Drive #64
Hallandale, Florida 33009

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are:

Martin R. Brooks, III
126 Golden Isles Dr. #64
Hallandale, Florida 33009

Dawn M. Gatto-Brooks
126 Golden Isles Dr. #64
Hallandale, Florida 33009

ARTICLE IX - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is: Charles J. Goldman, 601 S. Federal Highway, Hollywood, Florida 33020.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

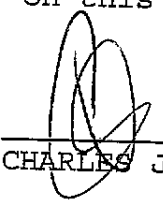
ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, P.A.
601 S. FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 19 day of August 2002.

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)



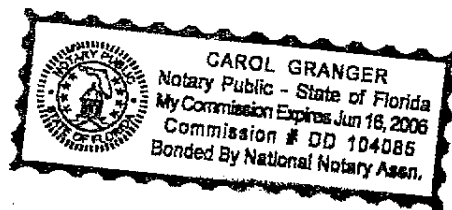
CHARLES J. GOLDMAN, Subscriber

BEFORE ME, this day, personally appeared CHARLES J. GOLDMAN, to me well known and known to me to be the person described in the foregoing Articles of Incorporation of BROOKS ENTERPRISES

INC. OF SOUTH FLORIDA, and he acknowledged before me that he executed the same for the purposes therein expressed.


NOTARY PUBLIC

My Commission Expires:




**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Brooks Enterprises Inc. Of South Florida, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 126 Golden Isles Dr. #64, Hallandale, Florida 33009, has named CHARLES J. GOLDMAN, P.A., located at 601 S. Federal Highway, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

Dated: 8 1902

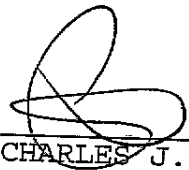


CHARLES J. GOLDMAN,
Incorporator

02 AUG 23 AM 10:09

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named 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 relative to the proper performance of my duties.



CHARLES J. GOLDMAN, P.A.