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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

BROOKSIDE GP INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BROOKSIDE GP INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is

BROOKSIDE GP INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

700 S. Federal Highway
Suite 200
Boca Raton, Florida 33432

Prepared by:
Steven Garellek, Esq.
Adorno & Yoss, P.A.
700 S. Federal Hwy., Suite 200
Boca Raton, Florida 33432
Fla. Bar No. 0962480
Tel (561) 393-5660

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ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 700 S. Federal Hwy., Suite 200, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address shall be Steven Garellek.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Steven Garellek	700 S. Federal Hwy. Suite 200 Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of April, 2003.



Steven Garellek

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **BROOKSIDE GP INC.** at the place designated in the Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: April 29, 2003


STEVEN GARELLEK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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