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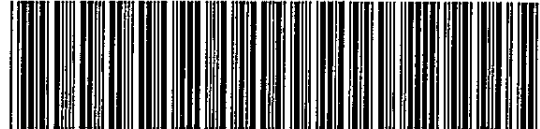
(Business Entity Name)

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TALLAHASSEE, FLORIDA

✓
9/24/03

LAW OFFICES
JOHN P. WILKES

PROFESSIONAL ASSOCIATION
SUITE 101A
901 SOUTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33316
email:jpwp@aol.com

TELEPHONE (954) 467-9200

FACSIMILE (954) 467-6508

September 23, 2003

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

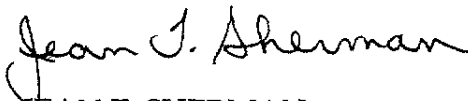
Re: Articles of Incorporation for BRACKETT HOLDINGS, INC.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing my check in the amount of \$78.50, which represents the filing fee required to form a new corporation. Please return a certified copy of the Articles to this office.

Should you have any questions regarding the foregoing, please call me.

Sincerely,


JEAN T. SHERMAN
Legal Assistant

/jts
Enclosures
cc: client

ARTICLES OF INCORPORATION

OF

BRACKETT HOLDINGS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is: BRACKETT HOLDINGS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

A. The acquisition, ownership, operation and management of that certain real property developed as a commercial retail center, located at 1900 South Andrews Avenue, Fort Lauderdale, Broward County, Florida ("PROPERTY"); and

B. To engage in such other lawful activities permitted to Corporations by the Corporation laws of the State of Florida, as are incidental, necessary or appropriate to the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:
1900 South Andrews Avenue
Fort Lauderdale, FL 33316

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

John Robichaud
215 S.W. 15th Street
Fort Lauderdale, FL 33315

Suzannah Ludlow
1380 S.W. 25th Avenue
Fort Lauderdale, FL 33312

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

JOHN P. WILKES, ESQUIRE
John P. Wilkes, P.A.
901 South Federal Highway, Suite 101A
Fort Lauderdale, Florida 33316

ARTICLE IX - AMENDMENT

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

ARTICLE X - SEGREGATION OF OPERATIONS

The Corporation shall:

- A. Maintain books and records and bank accounts separate from those of any other person;
- B. Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- C. Hold regular Board of Director and stockholder meetings, as appropriate and necessary, to conduct the business of the Corporation and observe all other corporate formalities, as may be reasonably necessary to fulfill its obligations under any mortgage secured by the Property, and to fulfill its purpose with regard to the PROPERTY;
- D. Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

- E. Prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- F. Allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- G. Transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) H. Conduct business in its own name, and use separate stationery, invoices and checks;
- I. Not commingle its assets or funds with those of any other person; and
- J. Not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of September, 2003.

JOHN P. WILKES, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

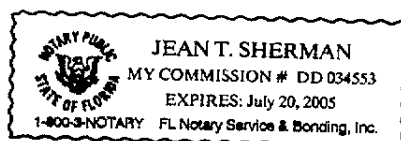
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **JOHN P. WILKES**, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 23rd day of September, 2003.

Jean T. Sherman

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



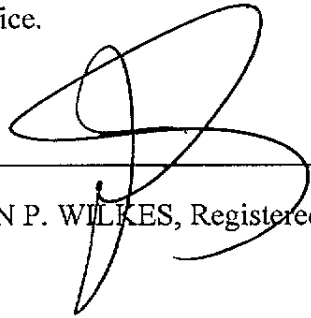
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **BRACKETT HOLDINGS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Florida designates JOHN P. WILKES, ESQUIRE located at 901 South Federal Highway, Suite 101A, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOHN P. WILKES, Registered Agent

CLERK OF STATE
TALLAHASSEE, FLORIDA

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