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PICK-UP WAIT MAIL

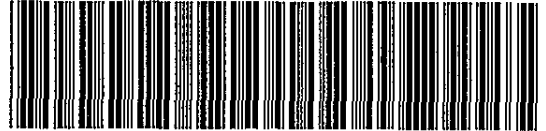
(Business Entity Name)

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TERRANCE R. KETCHEL, P.A.
Attorneys and Counselors At Law
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Terrance R. Ketchel

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trkpa2@aol.com

June 7, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

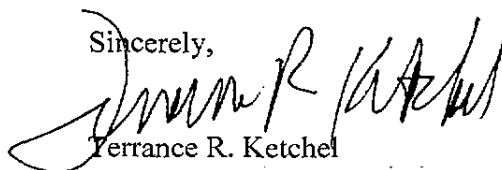
Re: Brooks & Brooks Real Estate, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation of Brooks & Brooks Real Estate, Inc. together with a check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Terrance R. Ketchel

Enclosures

ARTICLES OF INCORPORATION

FOR

BROOKS & BROOKS REAL ESTATE, INC.

Article I.

Corporate Name

The name of this corporation is Brooks & Brooks Real Estate, Inc.

Article II.

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III.

Term of Existence

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

Article IV.

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having no par value.

Article V.

Registered Agent and Initial Registered and Principal Office

The name of the initial registered agent and the street address of the initial registered office

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and principal office of this Corporation in the State of Florida shall be: Franklin B. Brooks, 512 Risen Star Dr., Crestview, Florida 32529. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

Article VI.

Board of Directors

This Corporation shall have two (2) directors initially. The number of director(s) may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

Article VII.

Initial Directors

The name of the initial directors of this Corporation and their street addresses are: Franklin B. Brooks, 512 Risen Star Dr., Crestview, Florida 32539 and Betty L. Brooks, 512 Risen Star Dr., Crestview, Florida 32539. The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has/have qualified, whichever occurs first.

Article VIII.

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Franklin B. Brooks

Article X.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 4 day of June, 2004.

Franklin B. Brooks

FRANKLIN B. BROOKS

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 4 day of June, 2004, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Franklin B. Brooks, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

 To me personally known

Identified by Driver's License Number B620242352020
issued by the State of FL.

Laranda L. Morton

Notary Public

Typed Name: Laranda Morton

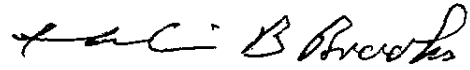
My Commission Expires:

Commission No.:



Laranda L. Morton
My Commission DD 018917
Expires April 6, 2006

I, Franklin B. Brooks, am hereby familiar with and accept the duties and responsibilities as Registered Agent for Brooks & Brooks Real Estate, Inc.



FRANKLIN B. BROOKS
Registered Agent

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