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PROFESSIONAL TAX SERVICE

Certified Public Accountants



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(Address)

(City/State/Zip/Phone #)

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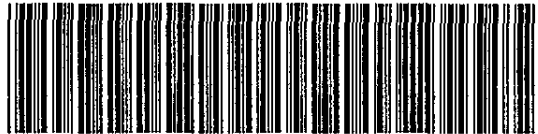
(Business Entity Name)

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JAN 26 2005
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ARTICLES OF INCORPORATION
OF
BROOKS FOR HEALTH, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provisions of the **General Business Corporation Act of the State of Florida.**

ARTICLE I

The name of the corporation shall be: **BROOKS FOR HEALTH, INC.**

ARTICLE II

This corporation shall have perpetual existence unless dissolved **voluntarily or involuntarily.**

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the **General Business Corporation Act** and the laws of the **State of Florida.**

ARTICLE IV

The initial capital of this corporation shall be in excess of **Five Hundred Dollars (\$500.00)**

ARTICLE V

The maximum number of shares of **capital stock** that this corporation is authorized to issue is **500** shares of common stock, having a par value of one dollar **(\$1.00)** per share. This class of shares shall have full voting rights.

The **Corporation** shall have the power to amend these Articles at any time to provide for The issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

(2)

ARTICLE VI

The street address of the principle office of the **Corporation** shall be: 565 Jefferson Drive, Deerfield Beach, Florida 33442

ARTICLE VII

The number of directors constituting the initial board of directors of the **Corporation** is at least one but no more than five, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

LYNN FOWLKES
565 JEFFERSON DRIVE
DEERFIELD BEACH, FLORIDA 33442

ARTICLE VIII

The names and address of the first officer of this **Corporation** is as follows:

LYNN FOWLKES President / Secretary
565 JEFFERSON DRIVE
DEERFIELD BEACH, FLORIDA 33442

ARTICLE IX

The shareholders of the **Corporation** shall possess preemptive rights to acquire shares of stock issued by the **Corporation**.

ARTICLE X

The name and address of the initial incorporator is as follows:

LYNN FOWLKES
565 JEFFERSON DRIVE
DEERFIELD BEACH, FLORIDA 33442

(3)

ARTICLE XI

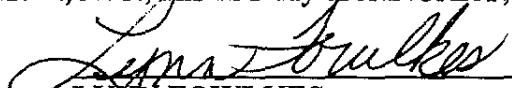
The designated registered agent for this **Corporation** and his address is as follows:

**LYNN FOWLKES
565 JEFFERSON DRIVE
DEERFIELD BEACH, FLORIDA 33442**

ARTICLE XII

The **Corporation** may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of the stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the **General Business Corporation Act of the State of Florida**.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for **BROOKS FOR HEALTH, INC.**, this 1ST day of JANUARY, 2005.


LYNN FOWLKES

STATE OF FLORIDA)

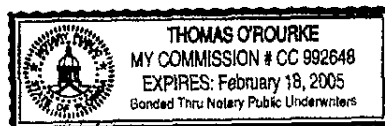
COUNTY OF BROWARD) ss:

BEFORE ME, the undersigned authority, this 1ST day of JANUARY, 2005, personally appeared **Lynn Fowlkes**, who produced a drivers license, and after being duly sworn on oath, depose and said she has fully read and understood the foregoing **Articles of Incorporation for BROOKS FOR HEALTH, Inc.**, and have executed same knowingly and voluntarily for the purposes expressed therein:

SWORN TO AND SUBSCRIBED before me this 1st day of January, 2005.


NOTARY PUBLIC, State of Florida

PRINTED NAME



(4)

CERTIFICATE OF DESIGNATION

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with **Section 48.091, Florida Statutes**, the following is submitted:
BROOKS FOR HEALTH, INC., desiring to organize under the laws of the **State of Florida** with its corporate address at: 565 JEFFERSON DRIVE, DEERFIELD BEACH, FLORIDA, 33442, and with its registered agent for service of process within Florida being Lynn Folks at 565 Jefferson Drive, Deerfield Beach, Florida, 33442, having been made to accept service of process 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 relative to the proper and complete performance of duties.


REGISTERED AGENT
LYNN FOWLKES

1-1-05
DATE