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PICK-UP WAIT MAIL

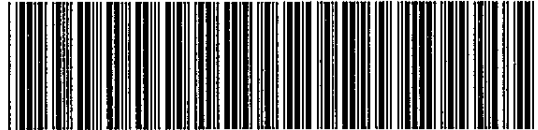
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 MAR -7 PM 2:27

March 2, 2005

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

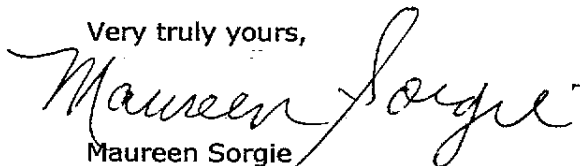
**Re: Articles of Incorporation
BROPHY INVESTMENTS INC.**

Dear Sir or Madam:

Enclosed for filing, please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Please also find check #1641, in the sum of \$87.50, to cover the Filing Fee (\$35.00), the Designation of Registered Agent (\$35.00), a Certified Copy (\$8.75) and a Certificate of Status (\$8.75).

Accordingly, please file the enclosed Articles of Incorporation and return evidence of such filing to the undersigned. Should you have any questions regarding this matter, please call me at 954-392-8312.

Very truly yours,


Maureen Sorgie

Enclosures

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Articles of Incorporation

Brophy Investments, Inc.

The undersigned for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME & ADDRESS

The name and address of the principal office and mailing address of the Corporation is as follows:

Brophy Investments, Inc.
2114 N Flamingo Road
#214
Pembroke Pines, Florida 33028

ARTICLE II DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$.001 par value common stock.

ARTICLE V QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of this Corporation is 2114 N Flamingo Road, #214, Pembroke Pines, Florida 33028 and the name of the registered agent of this Corporation at such address is Jennifer Merhib.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have two directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Maureen Sorgie
President
Brophy Investments, Inc.
2114 N Flamingo Road, #214
Pembroke Pines, Florida 33028

**ARTICLE VIII
INCORPORATORS**

The name and address of the Corporation's incorporator is:

Maureen Sorgie
President
Brophy Investments, Inc.
2114 N Flamingo Road, #214
Pembroke Pines, Florida 33028

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE X
LIMITATION ON SHAREHOLDER SUITS**

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida.

The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, I have subscribed my name this ²~~3~~^{MARCH 2005} day of ~~December, 2004.~~

By Maureen Sorgie
Maureen Sorgie, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

By Maureen Sorgie
Maureen Sorgie, President

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