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CUMMINGS & LOCKWOOD

04

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Brooks Properties South Management Corp.

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**ARTICLES OF INCORPORATION
OF
BROOKS PROPERTIES SOUTH MANAGEMENT CORP.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

BROOKS PROPERTIES SOUTH MANAGEMENT CORP.

SECOND: The principal office of the Corporation is:

247 River Drive
Tequesta, Florida 33469

The mailing address of the Corporation is:

247 River Drive
Tequesta, Florida 33469

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares; of which (i) Two Hundred (200) shares shall be Class A Voting Common Stock having a par value of One Cent (\$0.01) (the "**Voting Stock**") and (ii) Nine Thousand Eight Hundred (9,800) shares shall be Class B Non-Voting Common Stock having a par value of One Cent (\$0.01) (the "**Non-Voting Stock**"). The rights of the Voting Stock and the Non-Voting Stock shall be identical, except that the Non-Voting Stock shall not be entitled to vote other than as required by law.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail North, Suite 400
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP, INC.

FIFTH: The name and address of the incorporator of the Corporation is:

Jonathan E. Gopman
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The number of Directors may be either increased or decreased from

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time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the persons to serve as members of the Board of Directors of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until their successors have been elected and qualify, are as follows:

Harold Brooks
247 River Drive
Tequesta, Florida 33469

Eric Brooks
247 River Drive
Tequesta, Florida 33469

Linda Peluso
9 Red Roof Lane
Salem, New Hampshire 03079

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 12th day of December, 2007.

By: _____

Jonathan E. Gopman, Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: Brooks Properties South Management Corp.
2. The name and address of the registered agent and office is:

CLASP, INC.
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.

CLASP, INC.

By:

Robert L. Lancaster

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