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FILED
2008 MAY 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***BROOKE'S AUTO MOTORS, INC.
3111 SKYWAY CIRCLE, UNIT 107
MELBOURNE, FLORIDA 32934***

May 12, 2008

Division of Corporations
Secretary of State
The Capitol
Tallahassee, FL 32304

Dear Sir:

Enclosed is the Articles of Incorporation for Brooke's Auto Motors, Inc., at 3111 Skyway Circle, Unit 107, Melbourne, FL 32934 together with a check in the amount of \$78.75 to cover the following filing fees:

Profit Corporation Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$78.75

Thank you for your prompt attention to this filing.

Very truly yours,


Conrad Soler

Enclosures: Articles (2)
Check

ARTICLES OF INCORPORATION
OF
BROOKE'S AUTO MOTORS, INC.

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ARTICLE I - NAME

The name of the corporation is Brooke's Auto Motors, Inc., at 3111 Skyway Circle, Unit 107, Melbourne, FL 32934 (Principal Office of Registered Agent).

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

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 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Brooke's Auto Motors, Inc., is 3111 Skyway Circle, Unit 107, Melbourne, FL 32934 and the name of the initial registered agent of this corporation at that address is Conrad Soler.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of the corporation is:

Conrad Soler
3111 Skyway Circle, Unit 107
Melbourne, FL 32934

ARTICLE IX - INCORPORATORS

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

Conrad Soler
3111 Skyway Circle, Unit 107
Melbourne, FL 32934

ARTICLE XIV - INITIAL ISSUE OF CORPORATION STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set forth opposite the name:

Conrad Soler

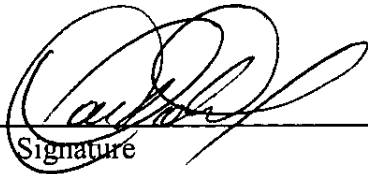
500 Shares

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of May, 2008.



A handwritten signature, appearing to read "Conrad Soler", is written over a horizontal line.

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation".



Signature

FILED
2008 MAY 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

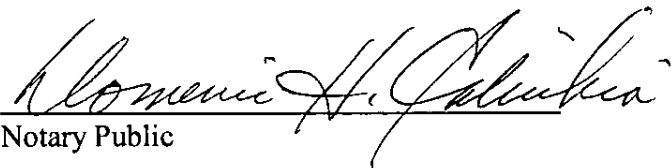
ARTICLE XIII - AMENDMENT


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

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Conrad Soler, known to me to be the person executed the foregoing Articles of Incorporation and acknowledged before me that this person executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of MAY 2008.


Notary Public

 **NOTARY PUBLIC-STATE OF FLORIDA**
DOMENIC H. CALICCHIA
COMMISSION # DD380846
EXPIRES JAN. 26, 2009
Bonded thru Atlantic Bonding Co., Inc.