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Date FEB. 3, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 1:36

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400001398964
-02/07/95--01038--009
****122.50 ****122.50

Re: BROOKVILLE CAPITAL CORP Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Michael E. Elman
(individual's name)

(name of corporation)

5726

MAILING ADDRESS OF CORPORATION		
5712 S. TRAVELERS PALM LAKE		
TAMARAC, FL. 33319		
c/o ELMAN		
PHONE		
(305)	484-9800	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

BROOKVILLE CAPITAL CORP.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BROOKVILLE CAPITAL CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares (100) of TEN Dollar(s) (\$ 10⁰⁰) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME <u>ALEXANDER ELTMAN</u>		
ADDRESS <u>5712 S. TRAVELERS PALM LANE</u>		
CITY <u>TAMARAC</u>	FLORIDA	ZIP <u>33319</u>

The principal office, if known, or the mailing address of the corporation is:

NAME <u>BROOKVILLE CAPITAL CORP</u>		
ADDRESS <u>5712 S. TRAVELERS PALM LANE (C/O ELTMAN)</u>		
CITY <u>TAMARAC</u>	FLORIDA	ZIP <u>33319</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>ALEXANDER ELTMAN</u>		
ADDRESS <u>5712 S. TRAVERS PALM LANE</u>		
CITY <u>TAMARAC</u>	STATE <u>FL.</u>	ZIP <u>33319</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ALEXANDER ELTMAN		
ADDRESS	5712 S. TRAVELERS PALM LANE		
CITY	TAMARAC	STATE	FL
			ZIP 33314
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd
day of FEBRUARY, 1995.

Alexander Eltman (Seal)
____ (Seal)
____ (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

BROOKVILLE CAPITAL CORP.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 5712 S TRAVELERS PALM LANE

TAMARAC, FL. 33319

has named ALEXANDER ELTMAN

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Alexander E. Elman
(registered agent)

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