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February 14, 1995

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

Re: BROOKWOOD HOMES, INC.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

FILED
1995 FEB 16 PM 2:00
TALLAHASSEE, FLORIDA

JB 2/17/95

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

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JB
Enclosures

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is BROOKWOOD

ARTICLE II

The principal office and mailing address of the corporation is 1000 Grayson Dr., Orlando, Florida 32825.

ARTICLE III

The number of shares the corporation is authorized to issue is 10,000 common, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of future distributions of stock. The board of directors shall have the authority to fix the procedures for exercising such rights at the time of future distributions of stock.


ARTICLE V

The street address of the corporation's initial registered agent is 1000 Grayson Dr., Orlando, Florida 32825, and the corporation's initial registered agent is Shane Boutty.

ARTICLE VI

The name and address of the Incorporator is Shane Boutty, 1000 Grayson Dr., Orlando, Florida 32825.

IN WITNESS WHEREOF the Incorporator has hereunto said his hand and seal February 14, 1995.


Shane Boutty, Incorporator

FILED
1995 FEB 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Fla. Stat. 48.091, the following is submitted in compliance thereof.

That BROOKWOOD HOMES, INC., desiring to organize under the laws of the State of Florida, has named Shane Boutty, located at 1000 Grayson Dr., Orlando, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for , at the place designated in this certificate, I hereby accept said designation and agree to comply with the statutory requirement relevant to keeping open said office.


Shane Boutty, Registered Agent

FILED
1995 FEB 16 PM 2:00
TALLAHASSEE, FLORIDA