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¹ALSO MEMBER CALIFORNIA BAR
¹ALSO MEMBER LOUISIANA BAR
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June 29, 1995

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FILED
JUL 1 3 PM '95

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

RE: Brooksea Enterprises, Inc.

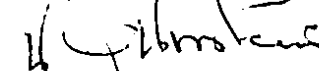
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Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of the above proposed Corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return same to the undersigned.

Our check in the amount of \$122.50 representing the filing fee is enclosed.

Very truly yours,



V. J. VOORHEIS
Of Counsel

VJV/slh
Enclosures
SEC2.LTR

OK
7-6-95

ARTICLES OF INCORPORATION
OF
BROOKSEA ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is BROOKSEA ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other

instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

In general, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida, and to possess and exercise all the powers and privileges granted by the General Corporation Law of Florida or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. VOTING

Each Stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected. Stockholders do not have a right to cumulate their votes for directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.

ARTICLE V. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2424 Northeast 9th Street, #110, Fort Lauderdale, Florida 33304, and the name of the initial Registered Agent of this corporation at that address is MARY T. BROOKS.

ARTICLE VII. DIRECTORS

This corporation shall have seven (7) Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the initial Directors of this corporation are:

MARY T. BROOKS
1007 N. Federal Highway
Fort Lauderdale, FL 33304

BEVERLY RAPOSA
1007 N. Federal Highway
Fort Lauderdale, FL 33304

CHRISTOPHER BROOKS
1007 N. Federal Highway
Fort Lauderdale, FL 33304

MICHAEL BROOKS
1007 N. Federal Highway
Fort Lauderdale, FL 33304.

PATRICK BROOKS
1007 N. Federal Highway
Fort Lauderdale, FL 33304

HELEN RAPOSA
1007 N. Federal Highway
Fort Lauderdale, FL 33304

MANUEL RAPOSA
1007 N. Federal Highway
Fort Lauderdale, FL 33304

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

MARY T. BROOKS
1007 N. Federal Highway
Fort Lauderdale, FL 33304

BEVERLY RAPOSA
1007 N. Federal Highway
Fort Lauderdale, FL 33304.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a meeting of the Stockholders by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series 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.

Mary T. Brooks
MARY T. BROOKS

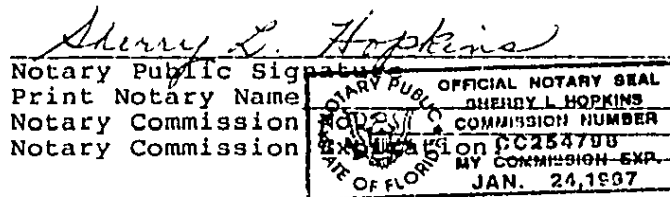
Beverly Raposa
BEVERLY RAPOSA

STATE OF FLORIDA)
 :BB.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared MARY T. BROOKS and BEVERLY RAPOSA, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation. They produced a Florida driver's license and a Florida driver's license, respectively, as identification, and they did take an oath.

WITNESS my hand and official seal in the County and State named above, this 29th day of June, 1995.

(SEAL)



7.4
BROOKSEA-3
BROOKSEACP

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT BROOKSEA ENTERPRISES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 1007 NORTH FEDERAL HIGHWAY, CITY OF FORT
LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA, 33304, HAS NAMED
MARY T. BROOKS, LOCATED AT 2424 NORTHEAST 9TH STREET, #110, FORT
LAUDERDALE, FLORIDA 33304, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE Mary T. Brooks
MARY T. BROOKS
TITLE President
DATE June 29, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Mary T. Brooks
MARY T. BROOKS

Dated: June 29, 1995

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FILED
95 JUL -3 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA