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February 21, 1996

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: **Brooks Financial Corporation**
Fax Audit Number: (((H95000013914)))

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-02/22/96--01100--018
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation, Designation of Registered Agent and Registered Office in regards to the above captioned corporation. Also enclosed is our firm's check in the amount of \$122.50, representing filing fee of corporation (\$35.00), certified copy (\$52.50), and registered agent fee (\$35.00).

Please forward a certified copy of same to our office.

Thank you for your kind attention to this matter.

Very truly yours,

TIMOTHY W. ROSS /*see*.

Timothy W. Ross

TWR:kr

Enclosures

FILED
96 FEB 22 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

.12/12/95
1:20 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H95000013914))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TIMOTHY W. ROSS, P.A.
DEPARTMENT OF STATE 2900 SW 28TH TERRACE
STATE OF FLORIDA GROVE PLAZA
409 EAST GAINES STREET MIAMI FL 33133- 302-
TALLAHASSEE, FL 32399 CONTACT: TIMOTHY W ROSS
FAX: (904) 922-4000 PHONE: (305) 442-1700
FAX: (305) 442-2559

((H95000013914))) DOCUMENT TYPE: CORPORATE NAME RESERVATION
NAME: BROOKS FINANCIAL CORPORATION
FAX AUDIT NUMBER: H95000013914 CURRENT STATUS: REQUESTED
DATE REQUESTED: 12/12/1995 TIME REQUESTED: 13:20:29
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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Fax Audit
number on the top and bottom of all pages of the document.

((H95000013914)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ARTICLES OF INCORPORATION
BROOKS FINANCIAL CORPORATION

FILED
96 FEB 22 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

I. NAME OF INCORPORATION

The name of this corporation shall be **BROOKS FINANCIAL CORPORATION.**

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To operate a financial corporation and to engage in any activities or business permitted pursuant to the laws of the United States of Florida.
- B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

III. CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV. DURATION

The corporation shall have a perpetual existence.

V. REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: 1550 Madruga Avenue, Suite 319, Coral Gables, FL 33146, and the

name of its initial registered agent at said address is E. BROOKS KURTZ.

VI. INCORPORATOR

The name and address of the Incorporator is as follows: E. BROOKS KURTZ,
1550 Madruga Avenue, Suite 319, Coral Gables, FL 33146.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: E. BROOKS KURTZ, 1550 Madruga Avenue, Suite 319, Coral Gables, FL 33146.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the

Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XII. INDEMNIFICATION

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

XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 21st of February, 1996.

E. Brooks Kurtz
Incorporator

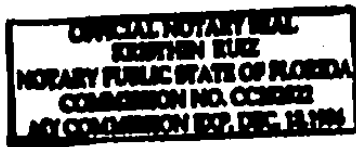
E. Brooks Kurtz
Registered Agent, accepting duties.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared E. Brooks Kurtz, who is personally known to me X or who has produced identification _____, type of identification _____, and who executed the foregoing Articles of Incorporation, and be acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the
said County and State, this 21st of February, 1996.



My Commission Expires:

Kristin Ruiz
NOTARY PUBLIC
State of Florida

KRISTLIN RUIZ

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : BROOKS FINANCIAL CORPORATION

NAME OF REGISTERED AGENT : E. BROOKS KURTZ

ADDRESS OF REGISTERED AGENT : 1550 Madruga Avenue, Suite 319
CORAL GABLES, FL 33146

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 21st day of February, 1996.

E. Brooks Kurtz
E. BROOKS KURTZ

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared E. BROOKS KURTZ, personally known to me X or who has produced identification _____, type of identification _____, to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 21st day of February, 1996.

Kristin Ruiz
NOTARY PUBLIC
State of Florida

My Commission Expires:

