

1201 HAYS STREET
TAMPA, FL 33604
800-342-0866
P916000062435



PRESTIGE
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 031672 6221A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 25, 1996

ORDER TIME : 10:42 AM

ORDER NO. : 031672

CUSTOMER NO: 6221A

000001804530
-07/25/96--01066--016
***122.50 ***122.50

CUSTOMER: Ms. Becca Kennedy
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: BROOKWOOD MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 25 PM 3:20

7/25/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JUL 25 PM 3:20

OF

BROOKWOOD MANAGEMENT, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

BROOKWOOD MANAGEMENT, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 240 South Pineapple Avenue, Tenth Floor, Sarasota, Florida 34236.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 South Pineapple Avenue, Sarasota, Florida 34236 and the registered agent at such office is Bradley D. Magee.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

David S. Band	4100 Flamingo Sarasota, FL 34242
Edward Kalin	201 Morningside Drive Sarasota, FL 34236
David Gordon	5005 West Laurel Suite 206 Tampa, FL 33607

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 25 PM 3:20

The name and street address of each incorporator to these
Articles of Incorporation is:

David S. Band

240 South Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

The undersigned has executed these Articles this 24th day
of July, 1996.


David S. Band

"INCORPORATOR"

Having been named as Registered Agent and to accept service of
process for BROOKWOOD MANAGEMENT, INC. at the place designated in
the Articles, I hereby accept the appointment as Registered Agent
and agree to act in this capacity. I further agree to comply with
the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as Registered Agent.

Date

7/24/96


Bradley D. Magee
Registered Agent

P96000062435

BARNETT BANK CENTER
240 SOUTH PINEAPPLE AVENUE
P.O. BOX 49948
SARASOTA, FLORIDA 34230-4948

WATS (FROM TAMPA) 645-7103
PHONE (941) 366-6660
FAX (941) 366-3999

HERITAGE COURT
SUITE 200
5020 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34103

PHONE (941) 649-6734
FAX (941) 366-3999

TANDEM CENTER
SUITE 199
333 S. TAMiami TRAIL
VENICE, FLORIDA 34305

PHONE (941) 485-8200
FAX (941) 485-9436

ATTORNEYS AND COUNSELORS AT LAW

ANTHONY J. ABEL
SARALYN ABEL
DAVID S. BAND
KATHRYN ANCHILL CARR
STEVEN J. CHASE**
RONALD L. COLLIER
DALE S. DAVIDSON

JOHN A. GARNER
CHERYL L. GORDON
SCOTT B. GORDON
MARK D. HILDRITCH***
WILLIAM R. KOPF
CHRISTINE EDWARDS LAMIA****
MARK W. MCFALL
GEORGE H. MAZZARANTANI

JAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
LORNA B. SALOMON
MICHAEL S. TAAPPE*****
DAVID S. WATSON
JOHN W. WEST III

HARVEY J. ABEL

OF COUNSEL
RICHARD W. COONEY

JOHNSON S. SAVARY

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABEL-IL
STEVEN J. CHASE-GA
MICHAEL S. TAAPPE-NJ & NY
MARK W. MCFALL-TX
JOHN A. GARNER-IN & GA
DAVID S. WATSON-PA
SCOTT B. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC
DALE S. DAVIDSON-NC

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification
****Board Certified Business Litigation Lawyer

Please refer to our file number:

6800-1

Writer's direct line:

(941) 364-2706

Reply to: Sarasota

October 24, 1996

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100001989111--7

-10/28/96 01122-017
\$35.00

Re: Brookwood Management, Inc.

Dear Sir or Madam:

Enclosed please find an original Statement of Change of Registered Office and Registered Agent for filing. I have also enclosed a check in the amount of \$35.00 to cover the filing fee.

We would appreciate your returning to us an acknowledgement of this filing in the enclosed, self-addressed envelope.

Thank you for your attention to this matter.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED

By: *Rebecca J. Kennedy*
Rebecca J. Kennedy, C.L.A.
Certified Legal Assistant

/bjk
Enclosures

*withd
OCG
H1*

FILED
96 OCT 28 PM 12:23
TALLAHASSEE, FLORIDA
CLERK OF STATE

Charter No. P96000062435

Date Filed 07-25-96

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Brookwood Management, Inc.

2. The name and address of its present registered agent is:
Bradley D. Magee
240 S. Pineapple Ave.
Sarasota, FL 34236

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Edward L. Kalin

5252 S. Tamiami Trail

Sarasota, Florida 34231

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

David S. Band, President
(Typed or printed name and title)

Signature [Signature]

(President or Vice President)

Date 10-10-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Edward L. Kalin

Signature [Signature]

(Agent)

Date 10/17/97

FILING FEE \$35