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11/13/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HOL BROOK, . INC.

AUDIT NUMBER.....H96000016053

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION
OF
HOL BROOK, INC.**

H96000016053

(14)

**ARTICLE I
CORPORATE NAME**

H96000016053

The name of this corporation is HOL BROOK, Inc.

**ARTICLE II
COMMENCEMENT OF THE CORPORATE EXISTENCE**

The corporate existence commences on the 12th day of November, 1996.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address of this corporation HOL BROOK, Inc., C/O Christian N. Scholin, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 par value.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent are Christian N. Scholin, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

**ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS**

A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) persons. The number of Directors of the corporation shall be one (1), provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

Christian N. Scholin, Esquire
Mollica & Scholin, P.A.
505 South Flagler Drive
Suite 1001
West Palm Beach, Florida 33401
Telephone: 561/655-7711
Facsimile: 561/655-7972

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The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Harri Pekkola

505 South Flagler Drive, Suite 1001
West Palm Beach, Florida 33401

B) Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

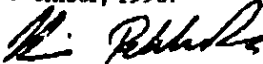
ARTICLE VII
INCORPORATORS

The names and street address of the Incorporator to these articles of incorporation are Harri Pekkola, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

ARTICLE VIII
PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12th day of November, 1996.


Harri Pekkola

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EMPIRE CORPORATE KIT

REGISTERED AGENT AND OFFICE

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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is HOL BROOK, Inc.
2. The name of the registered agent is Christian N. Scholin.
3. The address of the registered agent/registered office is Christian N. Scholin, Esquire, 505 South Flagler Drive, Suite 1001, West Palm Beach, Florida 33401.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Christian N. Scholin

Date: November 12, 1996.

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
WEST PALM BEACH, FLORIDA

H96000016053