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William K. Gordon

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Phone (352) 475-1357 / Fax (352) 475-5968

January 21, 1997

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

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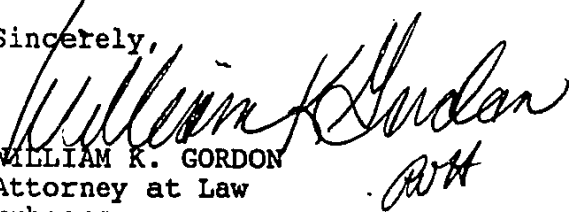
****245.00 ****122.50

RE: J. Brooke, Inc. & Paradise View Estates Inc.

Dear Clerk:

Enclosed please find my trust account check and the original executed Articles of Incorporation on the above referenced real corporations to be filed. If you have any questions or I can be of further assistance to you, please feel free to contact my office. Thank you.

Sincerely,


WILLIAM K. GORDON
Attorney at Law
rvh;enc.

FILED
97 JAN 27 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. Chisney

JAN 31 1997

FILED

97 JAN 27 AM 10:23

ARTICLES OF INCORPORATION

THE UNDERSIGNED, JOSEPH S. PINAMONTI, JR., does hereby execute and acknowledge the following Articles of Incorporation:

1. The name of the corporation is J. BROOKE, INC.
2. The general purpose for which the corporation is the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.174, Florida Statutes.
3. The aggregate number of shares which the corporation shall have authority to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.
4. The address of the corporation's initial registered office is 303 State Road 26, Melrose, Putnam County, Florida 32666. The name and address of its initial registered agent is WILLIAM K. GORDON at 303 State Road 26, Melrose, Putnam County, Florida 32666. The registered office and principal office address are the same.
5. The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock agreed to take and the value of the consideration thereof are as follows:

JOSEPH S. PINAMONTI, JR.	
407 N. Maple Street	100 shares
Mt. Carmel, PA 17851	\$100.00 par value

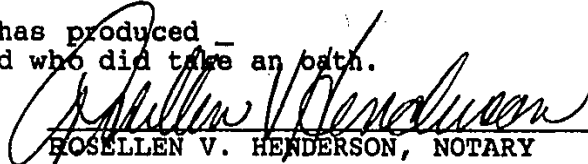
IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this the 20th day of December, 1996.

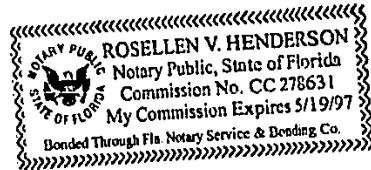

JOSEPH S. PINAMONTI, JR.

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by JOSEPH S. PINAMONTI, JR., who is

personally known to me (or has produced _____ as identification) and who did take an oath.

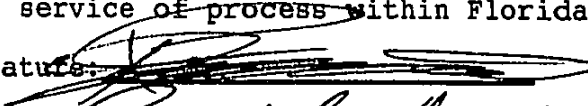

ROSELLEN V. HENDERSON, NOTARY
Notary Public: State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
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:


First, that J. BROOKE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 303 State Road 26, Melrose, Putnam County, Florida 32666, as its agent to accept service of process within Florida.

Signature: 

Title: President

Date: 12-20-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: 

Date: 12-20-96

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97 JAN 27 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA