

P970000 21708

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

700002097287--6
-02/25/97--01122--008
****122.50 ****122.50

December 31, 1996

RE: Incorporation of BROOKE-STONE HOLDING CORPORATION, INC.

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$70.00
Certified Copy	\$30.00
Registered Agent Designation.....	\$22.50
Total	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you.

Brad Carlton

Enclosures

~~997-4915~~
Dmc
3/3/97

FILED
97 MAR 10 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

BRAD CARLTON
21301 POWERLINE ROAD SUITE 306
BOCA RATON, FL 33433

SUBJECT: BROOKE-STONE HOLDING CORPORATION, INC.
Ref. Number: W97000004915

We have received your document for BROOKE-STONE HOLDING CORPORATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document does not meet the requirements of a Professional Association pursuant to Florida Statutes 621. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00010835

REVISED

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
BROOKE-STONE HOLDING CORPORATION, INC.**

FILED
97 MAR 10 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **BROOKE-STONE HOLDING CORPORATION, INC.** The principal office and mailing address is 21301 Powerline Road, Suite 306, Boca Raton, FL 33433.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is 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.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are: None.

ARTICLE VII

The street address of the initial registered office of the corporation is 21301 Powerline Road, Suite 306, Boca Raton, FL 33433 and the name of its initial registered agent at such address is BRAD CARLTON

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who are to serve as Directors until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:

NAME

BRAD CARLTON

ADDRESS

21301 Powerline Road, Suite 306
Boca Raton, FL 33433

ARTICLE X

The name and address of each incorporator is/are:

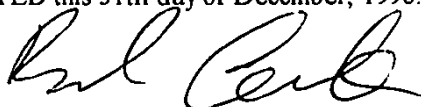
NAME

ADDRESS

BRAD CARLTON

21301 Powerline Road, Suite 306
Boca Raton, FL 33433

DATED this 31th day of December, 1996.



BRAD CARLTON, Incorporator

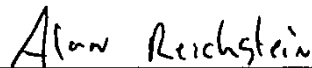
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
31th day of December, 1996, by BRAD CARLTON, who is personally known to
me, or who has produced a Florida Drivers License as identification.



Notary Public

My Commission expires:



(Please print name of Notary)



"OFFICIAL SEAL"
Alan Reichstein
My Commission Expires 8/14/99
Commission #CC 488383

FILED

97 MAR 10 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersign 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 BROOKE-STONE HOLDING CORPORATION, INC.,
2. The name of the registered agent is **BRAD CARLTON** having been designated to act as Registered Agent of hereby agree to act in this capacity.
3. Address of the registered agent/office is 21301 Powerline Road, Suite 306, Boca Raton FL 33433

Acceptance

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.



BRAD CARLTON