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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BRIAN BROOKS, INC.

AUDIT NUMBER.....H97000010627

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

CERT. OF STATUS..0

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
BRIAN BROOKS, INC.**

I the undersigned sole subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby endeavor to establish a Florida corporation for profit.

ARTICLE I.

The name of this corporation shall be:
BRIAN BROOKS, INC.

ARTICLE II.

The corporation may engage in any or all lawful business permitted under the laws of the State of Florida.

ARTICLE III.

The maximum authorized capital stock of this corporation shall be One Thousand Shares (1,000) of common stock with a par value of One dollar (\$1.00) per share.

ARTICLE IV.

The street address of the corporation's initial registered office and principal place of business shall be 475 Northwest 46th Terrace, Plantation, Florida 33317. The name of the corporation's initial registered agent at this address shall be Brian Brooks. The principal place of business is 475 Northwest 46th Terrace, Plantation, Florida 33317.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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McCLEARY & McCLEARY, P.A.
7441 Northwest 4th Street
Plantation, Florida 33317-2304

(964) 587-5445

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ARTICLE V.

This corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VI.

The sole incorporator is Brian Brooks of 475 Northwest 46th Terrace, Plantation, Florida 33317.

EXECUTION

Being the sole incorporator, I hereby execute these Articles of Incorporation.

Brian Brooks
Brian Brooks

ACKNOWLEDGMENT

In witness whereof, I hereunto set my hand and seal this 26th day of June, 1997.

Brian Brooks
Brian Brooks

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ACCEPTANCE OF DESIGNATION

Having been named to accept service of process for the above stated corporation as specified in ARTICLE IV., I hereby agree to act in this capacity.

Brian Brooks
Brian Brooks

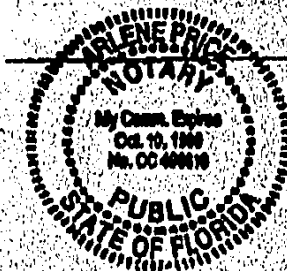
State of Florida)
County of Broward)

I hereby certify on this 26th day of June, 1997, personally appeared before the undersigned authority, Brian Brooks to me well known and known to me to be the person who executed, acknowledged and accepted the designation in these Articles of Incorporation.

Witness my hand and seal in the County and State aforesaid on the above date.

Arlene Price
Notary Public

My commission expires:



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