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TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE  
CORPORATIONS DIVISION  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

DATE: July 14, 1997

RE: CHÉRI BROOK AND COMPANY

FILE NO. W-47,654

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DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION.
2. CHECK FOR \$122.50, COVERING:  
\$ 35.00 FILING FEE  
52.50 CERTIFIED COPY  
35.00 REGISTERED AGENT
3. RETURN ENVELOPE.

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\*\*\*\*122.50 \*\*\*\*122.50

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PLEASE TAKE THE FOLLOWING ACTION:

JUL 21 11:53 BSB

PLEASE FILE THE ARTICLES OF INCORPORATION, STAMP THE COPY  
PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

FILED  
97 JUL 18 AM 8:50  
TALLAHASSEE, FLORIDA

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando: (407) 834-5119  
FAX: (407) 330-2379

FRANK C. WHIGHAM, ESQUIRE

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ARTICLES OF INCORPORATION  
OF  
CHÉRI BROOK AND COMPANY

FILED  
97 JUL 18 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CHÉRI BROOK AND COMPANY located at 9645 E. Colonial Dr., Orlando, Florida 32817.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 W. 1st Street, Sanford, Florida 32771, and the name of the initial Registered Agent of this corporation located at that address is Frank C. Whigham.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Jesse Gendron                      3275 Hillmont Circle  
Orlando, FL 32817

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Frank C. Whigham                      200 W. 1st Street  
Suite 200  
Sanford, FL 32771

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

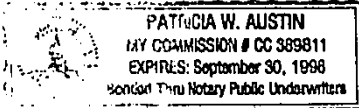
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 11<sup>th</sup> day of July, A.D., 1997

  
\_\_\_\_\_  
Frank C. Whigham

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE    )

The foregoing instrument was acknowledged before me by Frank C. Whigham, personally known to me, this 11<sup>th</sup> day of July, A.D., 1997.



Patricia W. Austin  
Notary Public  
My commission expires: 9/30/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

**CHÉRI BROOK AND COMPANY**

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

**FIRST:** That CHÉRI BROOK AND COMPANY, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 9645 E. Colonial Dr., Orlando, FL, 32817, has named Frank C. Whigham located at 200 W. 1st St., Sanford, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Frank C. Whigham

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