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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.

ACCT#: 072627002473

CONTACT: HOWARD L FRIEDBERG

PHONE: (305)856-2444

FAX #: (305)285-9227

NAME: WESTBROOKE ACQUISITION CORP.

AUDIT NUMBER.....H97000021053

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

CERT OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
WESTBROOKE ACQUISITION CORP.

ARTICLE I

NAME

The name of the corporation is WESTBROOKE ACQUISITION CORP.
The mailing address of the corporation shall be c/o2699 South
Bayshore Drive, 7th Floor, Miami, Florida 33133.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing
upon filing of the Articles of Incorporation with the Secretary of
State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact
any and all lawful business within and without the State of Florida
or United States for which corporations may be incorporated under
Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No. H97000021053
This instrument prepared by:
Erika L. English, Esq.
Fla Bar No. 599328
KATL BARRON, SQUITERO, FAUST & BERMAN
2699 South Bayshore Drive
Seventh Floor
Miami, Florida 33133
(305) 856-2444

Fa: Audit No. H97000021053

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of One Cent (.01¢) par value common stock.

ARTICLE VI

INCORPORATOR

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

ERICA L. ENGLISH, Esq.
Katz, Barron, Squitiero, Faust & Berman, P.A.
2699 South Bayshore Drive - 7th Floor
Miami, Florida 33133

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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of Incorporation this 23rd day of December, 1997.
ERICA L. ENGLISH, IncorporatorACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 23 day of December, 1997.

CORPCO, INC.

By 
HOWARD L. FRIEDBERG, Vice President

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