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MEMBER FLORIDA BAR  
MEMBER NEW YORK BAR

P98000003947

January 9, 1998

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

100002397551--8

-01/12/98--01142--008

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

Re: D. BROOKS INTERNATIONAL, INC.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation of the above-named corporation.

Also enclosed is a check in the sum of \$122.50 which represents the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent's Fee	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Please file same and return a certified copy of the Charter to this office.

Very truly yours,

*Noel J. Feinberg*

Noel J. Feinberg

NJF:ds  
enc.

FILED  
98 JAN 12 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
1-14-98

ARTICLES OF INCORPORATION  
OF  
D. BROOKS INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

FILED  
98 JAN 12 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is D. BROOKS INTERNATIONAL, INC.

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE II. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act or engaged in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

It is the intention of this corporation that the stock shall qualify as "Section 1244 Stock" as such term is defined in the

Internal Revenue Code and the regulations issued thereunder.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation and the mailing address of the corporation is 11027 S.W. 137TH PLACE, MIAMI, FLORIDA 33186 and the name of the initial registered agent at such address is DIONNE BROOKS.

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
DIONNE BROOKS	11027 S.W. 137TH PLACE MIAMI, FLORIDA 33186

ARTICLE VII. INCORPORATOR

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DIONNE BROOKS	11027 S.W. 137TH PLACE MIAMI, FLORIDA 33186


ARTICLE VIII. ELECTION OF OFFICERS

At the election of the officers of this corporation, this corporation may be qualified as a Sub-Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the laws of the United States.

ARTICLE IX. INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

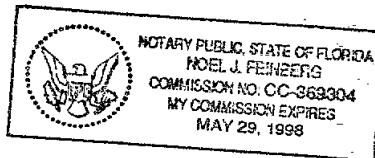
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of January, 1998.

  
DIONNE BROOKS (SEAL)

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of January, 1998, by DIONNE BROOKS, who is personally known to me or who has produced N/A as identification and who did take an oath.

  
NOTARY PUBLIC, State of Florida



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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 D. BROOKS INTERNATIONAL INC.
2. The name and address of the registered agent and office is:

Name: DIONNE BROOKS

Address: 11027 S.W. 137TH PLACE  
MIAMI, FLORIDA 33186

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

SIGNATURE

  
DIONNE BROOKS

DATE

JANUARY 9, 1998