

P980000029776

3-25-98

Department of State

The Capitol

TALLAHASSEE, FL. 32301

800002472648--3

-03/30/98-01123-020


*****70.00 *****70.00

Sirs:

Enclosed are the original and copy of the certificate of Incorporation
of ARBROOK CORP AND Cashier Check in the amount of \$ 70.00 covering -
Fees and Taxes.

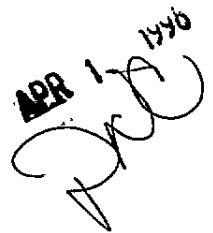
EFFECTIVE DATE
3-25-98

Thanks for your attention


Genoveba Garcia
Registered Agent

FILED
98 MAR 30 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(6)

APR 1 1998


**ARTICLES OF INCORPORATION
OF
ARBROOK CORP.**

FILED
98 MAR 30 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
CORPORATE NAME AND ADDRESS**

The name and address of this Corporation shall be: ARBROOK CORP., 207 Sunset Blvd., Key Largo, Florida 33037.

**ARTICLE TWO
NATURE OF BUSINESS**

EFFECTIVE DATE
3-25-98

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is: The date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than \$100.00, or such greater amount as may be required by law.

**ARTICLE FIVE
NUMBER OF DIRECTORS**

This Corporation shall at all times have at least One Director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of One Director.

**ARTICLE SIX
CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

[Handwritten signature]

ARTICLE SEVEN AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue share of stock as follows:

- A. DESIGNATION: The stock of this Corporation shall be known as Common Stock.
- B. AUTHORIZED: The maximum number of shares of Common Stock that this corporation may issue is: ONE HUNDRED (100) shares.
- C. PAR VALUE: Each share of Common Stock shall have a par value of: \$1.00.
- D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. The in absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.
- G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.
- I. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.
- J. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of directors out of the assets legally available for such purpose.

**ARTICLE NINE
INDEMNIFICATION**

9.1 INDEMNITY. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.


**ARTICLE TEN
INITIAL DIRECTORS**

Genoveba Garcia, President
207 Sunset Blvd.
Key Largo, Florida 33037

**ARTICLE ELEVEN
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

INITIAL REGISTERED AGENT:	Genoveba Garcia
INITIAL REGISTERED OFFICE:	207 Sunset Blvd. Key Largo, Florida 33037

I HEREBY AGREE to act as Registered Agent for **ARBROOK CORP.**, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

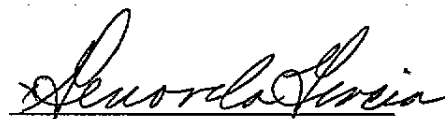

GENOVEBA GARCIA
Registered Agent
FILED
MAR 30 AM 7:18
TALLAHASSEE, FLORIDA

SOLE SUBSCRIBER

The undersigned individual, competent to contract, hereby executes these Articles of Incorporation as subscriber thereof.

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED this 25th day of March, 1998.

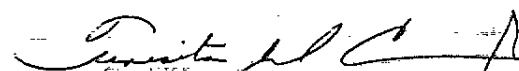

GENOVEBA GARCIA
Subscriber, Incorporator

STATE OF FLORIDA)
): SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared **GENOVEBA GARCIA**, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purposes therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 25th day of MARCH, 1998.


NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

