

P98000038663

Rodric T. Brooker
2905 Bayshore Court
Tampa, FL 33611-2807

April 23, 1998

EFFECTIVE DATE
5/1/98

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

700002501537--4
-04/27/98-D1097--005
***122.50 ***122.50

RE: Law Offices of Rod Brooker, P.A.

Dear Madam/Sir:

On behalf of the above-captioned entity, enclosed are an original and one copy of its Articles of Incorporation, together with my personal check for \$122.50 in payment of the following charges:

- | | | |
|----|---|---------|
| 1. | Filing fees for Articles of Incorporation | \$35.00 |
| 2. | Certified copy of Articles of Incorporation | 52.50 |
| 3. | Registered agent fee | 35.00 |


Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly at (813) 837-2644.

Sincerely,


RODRIC T. BROOKER

Enclosures

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98 APR 27 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT act 5
L 4/29/98
DOC. EXHIBIT TA

TA-4/29/98

EFFECTIVE DATE
5/1/98

ARTICLES OF INCORPORATION

OF

LAW OFFICES OF ROD BROOKER, P.A.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Law Offices of Rod Brooker, P.A.

ARTICLE II

Existance of Corporation

This corporation shall begin existence on May 1, 1998, and shall have perpetual existence.

ARTICLE III

Business, Objects or Purpose

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

- a) To engage solely and specifically in the business of carrying on the general practice of law.
- b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- c) To own real estate and personal property necessary for the rendering of the above professional services.
- d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

Capital Stock

a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 3800 West Bay to Bay Boulevard, Suite 23, Tampa, Florida 33629, and the name of the corporation's initial registered agent at such address is RODRIC T. BROOKER. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes. The Principal office will be the same as the Registered office.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as sole member thereof is as follows:

Name	Address
Rodric T. Brooker	3800 W. Bay to Bay Blvd., Ste 23 Tampa, Florida 33629

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name	Address
Rodric T. Brooker	3800 W. Bay to Bay Blvd., Ste. 23 Tampa, Florida 33629

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE IX

Share Ownership

The Board of Directors of the corporation shall have the authority to issue and sell shares of the corporation's authorized but unissued stock, as it deems appropriate, only to persons licensed to practice law within the State of Florida. If ownership of any such shares shall be transferred to a person or entity unqualified to own shares in the corporation under the provisions of the Professional Service Corporation Act, Chapter 621, Florida Statutes, then in lieu of treating the transfer as being void and of no legal effect, the directors and shareholders of the corporation shall have the power, at their option, to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein, so that the corporation shall thereafter be authorized to conduct any business authorized by Chapter 607, Florida Statutes. Any such amendment shall be adopted and approved in accordance with the provisions of Section 607.1003 and .1006, or, alternately, .0704, Florida Statutes, or its successor, and upon the filing of such amendment by the Florida Department of State the transfer shall be deemed effective.

ARTICLE X

Indemnification

If the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his personal representatives, devisees or heirs, in the manner and to the extent contemplated by Section 607.0850, Florida Statutes, as then in effect, or by any successor law thereto.

ARTICLE XI

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation. Such by-laws may contain provisions: (a) regulating or restricting the sale, transfer, exchange or other disposition of any of the outstanding shares of the corporation; (b) restricting the continued holding of any such shares; or (c) requiring the redemption of any such shares on a fair and just basis. Any such provision may be made applicable upon the death or disability of a shareholder, upon his termination of active service to or on behalf of the corporation, or otherwise; provided, that each shall be adopted, altered, amended or repealed by the holders of not less than a two-thirds majority interest in the corporation's outstanding shares.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

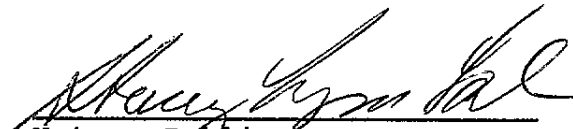

Rodric T. Brooker

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 22nd day of April, 1998, personally appeared RODRIC T. BROOKER, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public



STACEY LYNN LARKE
COMMISSION # CC623769
EXPIRES MAR 14, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

Law Offices of Rod Brooker, P. A., with its principal place of
business at City of Tampa, County of Hillsborough, State of Florida,
has named Rodric T. Brooker, located at 3800 West Bay to Bay
Boulevard, Suite 23, Tampa, County of Hillsborough, State of Florida,
as its agent to accept service of process within Florida.

Signature Rodric T. Brooker

Title Attorney at Law

Date 4/22/98

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

Signature Rodric T. Brooker
Rodric T. Brooker
Registered Agent

Date 4/22/98