



THE UNITED STATES
CORPORATION
COMPANY

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99 MAY 10 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 233879 10940A

AUTHORIZATION : Patricia Poynter

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ORDER DATE : May 10, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 233879-005

CUSTOMER NO: 10940A

CUSTOMER: John L Korthals, Esq
JOHN L. KORTHALS, P.A.
JOHN L. KORTHALS, P.A.
1401 E. Atlantic Boulevard

Pompano Beach, FL 33060

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DOMESTIC FILING

NAME: BROOKER PROP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 5/10/99

99 MAY 10 PM 11:26

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ARTICLES OF INCORPORATION

FILED

OF

99 MAY 10 PM 2:04

BROOKER PROP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name

The name of this corporation is BROOKER PROP, INC.

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 600 N.E. 33rd Street, Pompano Beach, Florida 33060. The initial Registered Agent of this corporation is John L. Korthals, whose street address is 1401 E. Atlantic Boulevard, Pompano Beach, Florida 33060.

Article 6 - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Arthur L. Brooker, Jr.
1201 River Reach Drive, #306
Ft. Lauderdale, FL 33315

Article 7 - Incorporator

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

John L. Korthals
1401 E. Atlantic Blvd.
Pompano Beach, FL 33060

Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

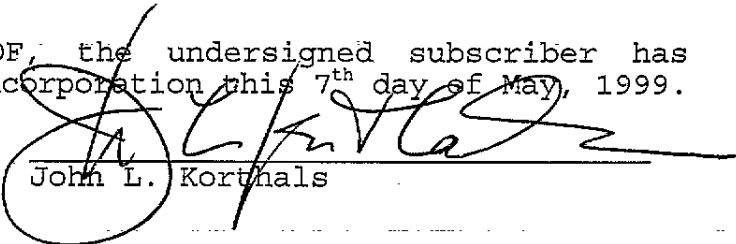
Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - 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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of May, 1999.

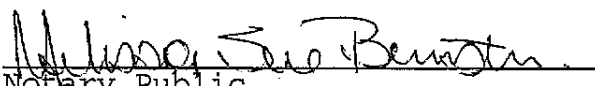

John L. Korthals

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared John L. Korthals, known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 7th day of May, 1999.


Notary Public
My Commission Expires:



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

FILED
MAY 10 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

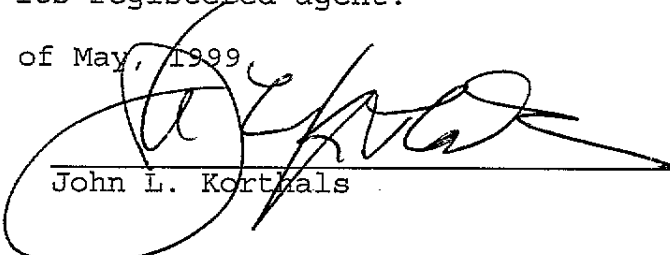
The following is submitted pursuant to Chapters 48.091(1)
and 607.034 of the Florida Statutes:

BROOKER PROP, INC., desiring to organize under the laws
of the State of Florida, being in the County of Broward, at 600
N.E. 33rd Street, Pompano Beach, Florida 33064, has named John L.
Korthals, Esquire, located at 1401 E. Atlantic Blvd., Pompano
Beach, Florida 33060, as its initial registered agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the corporation open from 10:00
A.M. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
corporation and the name of its registered agent.

DATED this 7th day of May, 1999


John L. Korthals