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AMENDMENTS	
X Profit Amendment NonProfit Resignation of R.A. Officer/Director	
Limited Liability Change of Registered Agent	Certificate of FICTITIOUS NAME
Domestication Dissolution/Withdrawal Other Merger	
Annual Report	ONA
Fictitious Name Limited Partnership	
Name Reservation Reinstatement	

ARTICLES OF INCORPORATION

Brooks International Consulting, Inc.

The undersigned hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

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Brooks International Consulting, Inc.

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The address of the principal office of this corporation shall be 5133 Castello Drive, Suite 1, Naples,

Florida 34103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The name and address of the initial Officer and Director is:

Daniel Marty 5133 Castello Drive, Suite 1 Naples, FL 34103

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

UCC Filing & Search Services, Inc. 526 East Park Avenue Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on May 13, 1999.

UCC Filing & Search Services, Inc.

UM1 By Its Agent, Betty B. Young

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: <u>Brooks International Consulting</u>, Inc.

2. The name and address of the registered agent and office is:

ATRIUM REGISTERED AGENTS, INC. 1500 SAN REMO AVENUE SUITE 125 CORAL GABLES, FL 33146

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 COMPLE WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

MALCOLM H. NEUWAHL, Director

and President

Date: May 14, 1999

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