

Document Number Only

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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

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

Brooks Acquisition Corp.

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

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WITH NOV 12 1999

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
BROOKS ACQUISITION CORP.

ARTICLE I
NAME

The corporate name that satisfies the requirements of Section 607.0401 of the Florida Business Corporation Act (the "FBCA") is: Brooks Acquisition Corp.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office is: 351 Phelps Drive, Irving, Texas 75038, and the mailing address of the Corporation is: P.O. Box 619100, Dallas, Texas 75261-9100.

ARTICLE III
PURPOSE

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE V
CAPITAL STOCK

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 1,000 shares, which shares shall be Common Stock having a par value of \$.01 per share.

ARTICLE VI
BY-LAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the power, both before and after receipt of any payment for any of the Corporation's capital stock, to adopt, amend, repeal or otherwise alter the By-laws of the Corporation without any action on the part of the shareholders; provided, however, that the grant of such power to the Board of Directors shall not divest the shareholders of, nor limit their power to adopt, amend, repeal or otherwise alter, the By-laws of the Corporation.

ARTICLE VII
BOARD OF DIRECTORS

A. Number. The number of the Directors of the Corporation shall be fixed from time to time by or pursuant to the By-laws of the Corporation.

B. Liability. To the fullest extent permitted by Section 607.0831 of the FBCA, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of his or her duties as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

C. Initial Directors: The names and addresses of the persons who are to serve as initial directors are:

Robert E. Abernathy
1400 Holcomb Bridge Road
Roswell, Georgia 30076-2199

John W. Donehower
351 Phelps Drive
Irving, Texas 75038

David R. Murray
1400 Holcomb Bridge Road
Roswell, Georgia 30076-2199

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify all directors, officers, employees and agents, past or present, of the Corporation and shall advance expenses reasonably incurred by such directors, officers, employees and agents in defending any civil, criminal, administrative or investigative action, suit or proceeding, in accordance with and to the fullest extent permitted by Section 607.0850 of the FBCA. Any repeal or modification of the provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX
INCORPORATOR

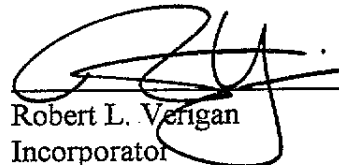
The name and address of the sole incorporator is:

Robert L. Verigan
Sidley & Austin
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603

ARTICLE X
DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation on November 10, 1999.


Robert L. Verigan
Incorporator

Acceptance by the registered agent as required in Section 607.0501(3) of the FBCA:

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the FBCA.

CT CORPORATION SYSTEM

Dated: November 10, 1999

By: James M. Halpin

Name: James M. Halpin

Title: Asst. Secretary