

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-1111 FAX

800-342-8006



7600019642

ACCOUNT : 072100000012

REFERENCE: 865777 100110

AUTHORIZATION *Patricia Pyszto*

COST LIMIT : \$ 70.00

ORDER DATE : February 29, 1996

ORDER TIME : 1:45 PM

ORDER NO. : 865777

CUSTOMER NO: 100110

700001730137

CUSTOMER: Mitchell Hipsman, Esq
SIDER & HIPSMAN, PA

150 East Boca Raton Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: ESTATE RESOURCES MANAGEMENT,
INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

RECEIVED
95 MAR - 1 PM 4: 12
DIVISION OF CORPORATION

FILED
96 MAR - 1 PM 1: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR - 4 1996

FILED
96 MAR -1 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ESTATE RESOURCES MANAGEMENT, INC.

The undersigned incorporator 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:

ESTATE RESOURCES MANAGEMENT, INC.

The address of the principal office of this corporation shall be 301 Yamato Road, Suite 2200, Boca Raton, Florida 33431, 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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

John W. Henry
Dir.

301 Yamato Road, Suite 2200
Boca Raton, Florida 33431

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Edwin B. Twist Pres.	301 Yamato Road, Suite 2200 Boca Raton, Florida 33431
Glenda G. Twist Sec./Treas.	Same

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 1, 1996.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

FILED
96 MAR -1 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

GLS/jlm

P96000019642

LAW OFFICES
DONALD C. SIDER & ASSOCIATES, P.A.
150 East Boca Raton Road
Boca Raton, Florida 33432

80001020155019--1
-01/23/97--01047--005

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 23 PM 12:43

APPROVED
AND
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: P96000019642
1-23-97
RACM 7

Examiner's Initials	
---------------------	--

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ESTATE RESOURCES MANAGEMENT, INC.

1b. Date of Incorporation March 1, 1996 Document number P96000019642

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

Corporate Service Company

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Donald C. Sider, Esquire, Donald C. Sider & Associates, P.A.

c/o 150 East Boca Raton Road, Boca Raton, FL 33432

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Edwin B. Twist
SIGNATURE
1/15/97
DATE

Edwin B. Twist President
Typed or printed name and title

SECRET
TALLAHASSEE, FLORIDA
JUN 29 1997

APPROVED
AND
FILED

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

SIGNATURE [Signature]
DATE 1-15-97 (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
CR2E045 (7-91)

FILING FEE: \$35.00