

THE LAW OFFICES OF
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STUART, FLORIDA 34997

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July 7, 1999

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*****78.75 *****78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

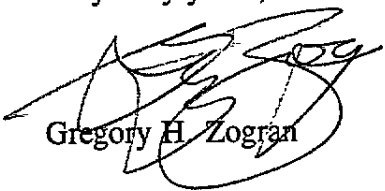
Re: ESPIRITU EDEN, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with a Certificate of Designation of Registered Agent/Registered Office and a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation (\$70.00) and for a certified copy of the Articles (\$8.75). After filing, please forward a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Please call me if you have any questions.

Very truly yours,



Gregory H. Zogran

GHZ:cw
Enclosure(s)

cc: Lark Eden

FILED
99 JUL -6 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
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ARTICLES OF INCORPORATION
Of
ESPIRITU EDEN, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ESPIRITU EDEN, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

300 Colorado Avenue, Suite 209
Stuart, Florida 34996

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

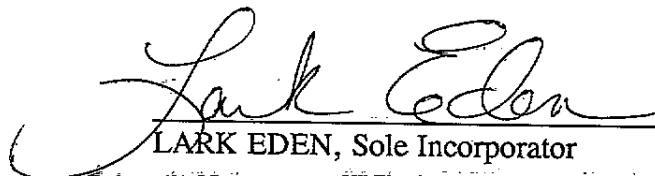
Lark Eden
300 Colorado Avenue, Suite 209
Stuart, Florida 34996

ARTICLE V - INCORPORATOR(S)

The names and street address of the incorporators to these Articles of Incorporation are:

Lark Eden
5702 Shannon Drive
Ft. Pierce, Florida 34951

The undersigned has executed these Articles of Incorporation this 2nd day of July, 1999.


LARK EDEN, Sole Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

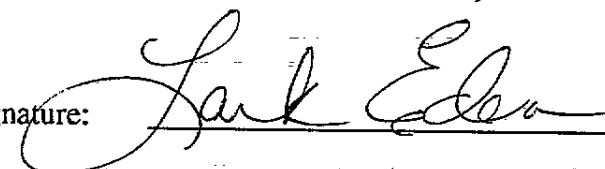
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **ESPIRITU EDEN, INC.**
2. The name and address of the registered agent and office is:

Lark Eden
300 Colorado Avenue, Suite 209
Stuart, Florida 34996

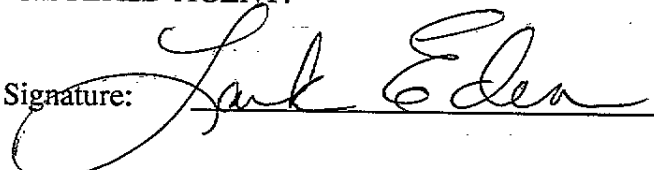
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TALLAHASSEE, FLORIDA

Signature: 

Title: President / CEO

Date: July 2, 1998

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: July 2, 1999