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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/03/99--01061--017
*****78.75 *****78.75

SUBJECT: PALM BAY PROPERTY MANAGEMENT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

HENNING SCHWARZKOPF
Name (Printed or typed)

4152 BATTERSEA RD.
Address

MIAMI, FLA 33133
City, State & Zip

(877) 295-3400
Daytime Telephone number

99 AUG -9 PM 4: 35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

PALM BAY PROPERTY MANAGEMENT, INC.

99 AUG - 9 PM 4: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The undersigned incorporator, acknowledges and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

Name

The name of the corporation is **Palm Bay Property Management, Inc.**

ARTICLE II

Purposes

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any and all lawful purposes for which this corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

Principal Office

The principal place of business and mailing address of this corporation shall be at 721 Dobbins Street, West Palm Beach FL 33405-2831.

ARTICLE IV

Shares

The total number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock of \$0.01 par value each.

ARTICLE V

Initial Registered Agent and Street Address

The name and address of the initial registered agent is Henning Schwarzkopf, 4152 Batterssea Road, Miami, Florida 33133.

ARTICLE VI

Initial Officers and Directors

The following shall constitute the initial Officers and Members of the Board of Directors of the Corporation:

NAME	ADDRESS
Dieter Leischwitz	721 Dobbins Street West Palm Beach, FL 33405-2831
Ursula Leischwitz	721 Dobbins Street West Palm Beach, FL 33405-2831

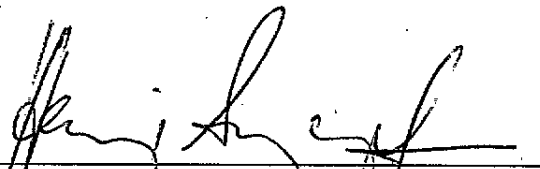
ARTICLE VII

Incorporator

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

NAME	ADDRESS
Henning Schwarzkopf	4152 Batterssea Road Miami, FL 33133

The undersigned incorporator has executed these Articles of Incorporation on July 23, 1999.



Henning Schwarzkopf

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED INDIVIDUAL, RESIDING IN THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

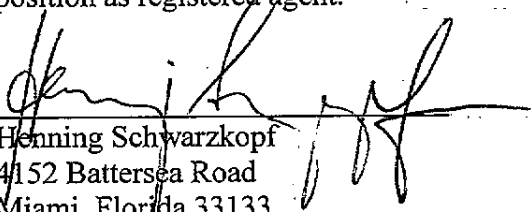
1. The name of the corporation is:

Palm Bay Property Management, Inc.

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

Henning Schwarzkopf
4152 Battersea Road
Miami, Florida 33133

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the 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.


Henning Schwarzkopf
4152 Battersea Road
Miami, Florida 33133
REGISTERED AGENT

Date: July 23, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA