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Chapter Number Copy

8/12/98

VALIDATION ONLY

Requestor's Name _____
 Address _____
 City _____ State _____ ZIP _____ Phone _____

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 ****122.50 ****122.50

CORPORATION(S) NAME

Prime Florida Land Corp

FILED
 98 AUG 13 PM 2:40
 SEVEN STATE
 TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

RECEIVED
 98 AUG 13 AM 9:27
 DIVISION OF CORPORATION

Profit
 NonProfit
 Foreign
 Limited Partnership
 Reinstatement
 Certified Copy
 Call When Ready
 Walk In

Amendment
 Dissolution
 Annual Report
 Reservation
 Photo Copies
 Call If Problem
 Will Wait

Merger
 Mark
 Other
 Change of Registered Agent
 Certificate Under Seal
 After 4:30
 Mail Out

Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

cert. corp

AUG 13 1998

ARTICLES OF INCORPORATION OF
PRIME FLORIDA LAND CORP.

FILED
98 AUG 13 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be:

Prime Florida Land Corp.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE

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

7491 N. Federal Highway, #176
Boca Raton, Florida 33487

ARTICLE V - DIRECTORS

The names and street addresses of the initial directors are:

Scott Rand

500 S. Australian Avenue, #120
West Palm Beach, Florida 33407

ARTICLE VI - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of Class A common voting stock at \$10.00 par value per share.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeffrey Paine, Esq.
Suite 120
500 S. Australian Avenue
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

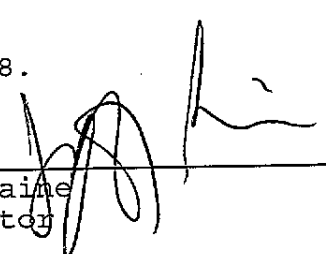
The name and street address of the incorporator to these Articles of Incorporation is:

Jeffrey Paine, Esq.
Suite 120
500 S. Australian Avenue
West Palm Beach, FL 33401

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting.

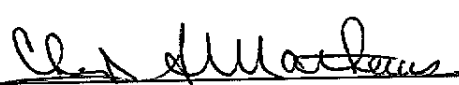
Dated this 11th day of August, 1998.



Jeffrey Paine
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JEFFREY PAINE, who is well known to me.



Notary Public

My Commission Expires
(SEAL)

CHERYL A. MATHEWS
Notary Public - State of Florida
My Commission Expires Jun 22, 2001
Commission # CC657855

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

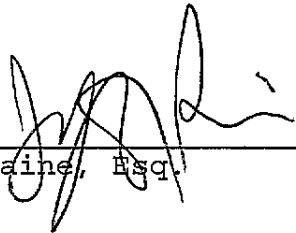
The following is submitted pursuant to Section 48.09(1) and
Section 607.034, Florida Statutes.

Prime Florida Land Corp. desiring to organize under the laws
of the State of Florida, has named Jeffrey Paine, Esq., 500 S.
Australian Avenue, Suite 120, West Palm Beach, Florida 33401, as
its initial registered agent to accept service of process within
this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated corporation, at the above stated office within this
State, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute relative to keeping
the registered office of the corporation open from 10:00 a.m. to
noon each day, except Saturdays, Sundays and legal holidays, and
to post herein a sign designating the name of the corporation and
the name of its registered agent.

Dated this 11th day of August, 1998.



Jeffrey Paine, Esq.

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98 AUG 13 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA