

JEANNE ODOM CONWAY, P.A.

ATTORNEY AT LAW

SUITE 160

BRANDYWINE CENTRE I

580 VILLAGE BOULEVARD

WEST PALM BEACH, FLORIDA 33409

TELEFAX (561) 640-9422

TELEPHONE (561) 640-6000

499000036900

April 19, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800002845358--9
-04/20/99--01075--018
****122.50 ****78.75

Re: Articles of Incorporation
Patina Corporation

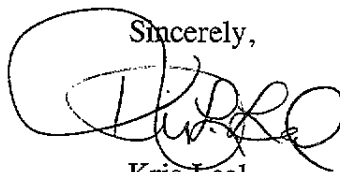
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$122.50 as follows:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	<u>35.00</u>
Total	\$122.50

Please send us a certified copy of the Articles when filed. Thank you for your cooperation and assistance.

Sincerely,



Kris Leal
Legal Assistant

Enclosure

FILED
99 APR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 22 1999

**Articles Of Incorporation
Of
PATINA CORPORATION**

FILED
99 APR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Patina Corporation.**

Article II - Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Preferred and Common Stock

The corporation is authorized to issue up to Five Million (5,000,000) shares of \$10.00 Stated Value Preferred Stock. Additionally, the corporation is authorized to issue up to Ten Million (10,000,000) shares of Common Stock, no par value.

Article V - Authority

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

Article VI - Dividends

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

Article VII - Incorporator

The name of and address of the incorporator of this corporation is as follows:

Jeanne O. Conway, Esq.
Jeanne Odom Conway, P.A.
580 Village Boulevard
Suite 160
West Palm Beach, FL 33409

Article VIII - Officers and Directors

The following persons hereby hold the offices indicated, subscribe to the number of shares indicated, and reside at the addresses listed:

Name	Number of Shares	Office
Norman J. Birmingham 580 Village Boulevard Suite 160 West Palm Beach, FL 33409	0	President, Treasurer & Director
Kris L. Leal 580 Village Boulevard Suite 160 West Palm Beach, FL 33409	0	Vice President
Helen K. Fekete 580 Village Boulevard Suite 160 West Palm Beach, FL 33409	0	Secretary
Jeanne O. Conway, P.A. 580 Village Boulevard Suite 160 West Palm Beach, FL 33409	4,000,000	Director & General Counsel

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be (2) directors initially.

Article IX - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article X - Principal Place of Business

The principal place of business of this corporation shall be 580 Village Boulevard, Suite 160, West Palm Beach, Florida 33409. The Board of Directors may from time to time move the place of business of this corporation.

Article XI - Registered Agent

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is **Jeanne O. Conway, Esq.**, Jeanne Odom Conway, P.A., 580 Village Boulevard, Suite 160, West Palm Beach, FL 33409.

Article XII - Private Property of Shareholders

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article XIII - Excess Salary

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

Article XIV - Excess Business Expense

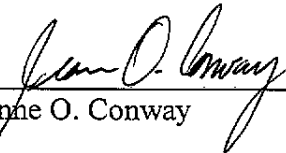
In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

Article XV - Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the shares of capital stock hereinabove described, for the purpose of forming a corporation to do business under the laws of the State of Florida, does hereby make and file these Articles of Incorporation, hereby

declaring and certifying that the facts herein stated are true, and does agree to take the number of shares as hereinabove set forth, and hereunto has set her hand and seal this 19th day of April, 1999.

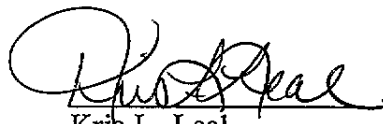


Jeanne O. Conway

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **Jeanne O. Conway**, to me known personally to be the person described in, and who executed the foregoing instrument, and who did not take an oath, and acknowledged before me that she executed the same.


WITNESS my hand and official seal in the County and State last aforesaid this 19th day of April, 1999.



Kris L. Leal
Notary Public
My Commission Expires:

Acceptance

I, **Jeanne O. Conway**, whose address is Jeanne Odom Conway, 580 Village Boulevard, Suite 160, West Palm Beach, FL 33409, do hereby accept the appointment of Registered Agent for **Patina Corporation**.



Jeanne O. Conway
Registered Agent

FILED
99 APR 20 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA