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*Bruce A. Koebe, P.A.*

*Attorney and Counsellor at Law*

*2477 N.E. Dixie Highway  
Jensen Beach, Florida 34957-5959*

561-334-4700

FAX: 561-334-6137

March 1, 2000

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

EFFECTIVE DATE  
3-1-00

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0102780-01059-902  
\*\*\*18.75 \*\*\*18.75

Re: Incorporation of Opportunity Properties, Inc.

Dear Sir or Madam:

Please find enclosed herein an original and one copy of a proposed set of Articles of Incorporation, an original and one copy of a Registered Agent's Certificate, as well as my check payable to your order in the amount of \$78.75.

We have been advised by telephone that the name "Opportunity Properties, Inc." is available. Of course, if there is any problem with the availability of this name or we have in any other way failed to comply with any of your requirements, please notify me by telephone (calling collect, if necessary) at your earliest convenience.

If everything is acceptable to you and after you have issued your corporate charter, please forward a certified copy of the Articles of Incorporation to me in the prepaid Federal Express mailer at your earliest convenience. Any assistance aimed at expediting this matter will be greatly appreciated.

Very truly yours,

BRUCE A. KOEBE, P.A.

By: 

Bruce A. Koebe

BAK/cln

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2000 MAR -2 PM 3:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
3-1-00

ARTICLES OF INCORPORATION  
OF  
OPPORTUNITY PROPERTIES, INC.

ARTICLE I. Name. The name of this corporation is OPPORTUNITY PROPERTIES, INC.

ARTICLE II. Commencement and Duration. This corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

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

ARTICLE IV. Stated Capital. This corporation is authorized to issue five thousand (5,000) shares of common stock.

ARTICLE V. Board of Directors. All corporate power shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. This corporation shall have one director constituting its initial board of directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Bruce A. Koebe	2477 N.E. Dixie Highway Jensen Beach, FL 34957

ARTICLE VI. Indemnification. This corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII. ByLaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII. Amendment. These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX. Incorporator. The name and address of the Incorporator to these articles of incorporation is:

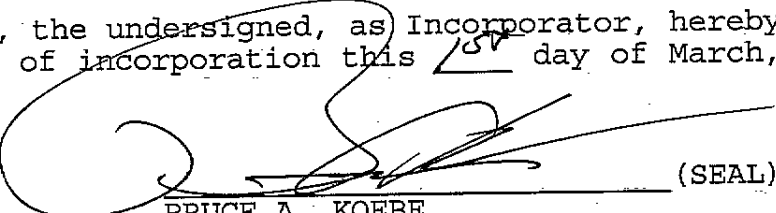
<u>Name</u>	<u>Address</u>
Bruce A. Koebe	2477 N.E. Dixie Highway Jensen Beach, FL 34957

ARTICLE X. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 2477 N.E. Dixie Highway., Jensen Beach, FL 34957 and the name of the initial registered agent of the corporation at that address is Bruce A. Koebe.

ARTICLE XI. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. Corporation Street Address. The street address of the principal office of the Corporation is 2477 N.E. Dixie Highway, Jensen Beach, FL 34957.

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these articles of incorporation this 15<sup>th</sup> day of March, 2000.

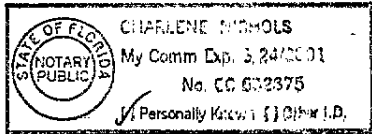
  
\_\_\_\_\_  
BRUCE A. KOEBE (SEAL)

STATE OF FLORIDA     )  
                              ) ..ss..  
COUNTY OF MARTIN    )

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared BRUCE A. KOEBE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 1<sup>st</sup> day of  
March, 2000 at Jensen Beach, Martin County, Florida.

Charlene Nichols



Notary Public  
State of Florida  
Commission No.:

My Commission Expires:

FILED

2000 MAR -2 PM 3:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S CERTIFICATE DESIGNATING

PLACE OF BUSINESS OR DOMICILE FOR THE

SERVICE OF PROCESS WITHIN THIS STATE,

NAMING AGENT UPON WHOM PROCESS

MAY BE SERVED

Pursuant to Section 607.0501, Florida Statutes, and other applicable law, the following is submitted:

OPPORTUNITY PROPERTIES, INC. desiring to organize under the laws of the State of Florida, with its registered office located at 2477 N.E. Dixie Highway, Jensen Beach, FL 34957, has named Bruce A. Koebe, Esquire located at that address as its 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 place designated in this certificate, Bruce A. Koebe hereby represents that he is familiar with, and accepts, the obligations of that position.

  
BRUCE A. KOEBE