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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -5 PM 2:37

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AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 78.75

ORDER DATE : June 5, 2000
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CUSTOMER NO: 121049A

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CUSTOMER: Ms. Marla Mayster
AKERMAN SENTERFITT & EIDSON,
AKERMAN SENTERFITT & EIDSON,
Suite 1600
350 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: PALACES REAL ESTATE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED
00 JUN -5 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 6/5/00

**ARTICLES OF INCORPORATION OF
PALACES REAL ESTATE CORP.**

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

1. **Name:** The name of the Corporation (hereinafter called the "Corporation") is:

PALACES REAL ESTATE CORP.

2. **Principal Office:** The address, wherever located, of the principal office of the Corporation is:

23061-6 Aqua View
Boca Raton, Florida 33433

3. **Mailing Address:** The mailing address, wherever located, of the Corporation is:

23061-6 Acqua View
Boca Raton, Florida 33433

4. **Capital Stock:** The number of shares the corporation is authorized to issue is Ten Thousand (10,000), all of which are of a par value of one dollar (\$1.00) each. One Thousand (1,000) of said shares shall be designated as Voting Common Stock and Nine Thousand (9,000) of said shares shall be designated as Non-voting Common Stock.

5. **Initial Registered Office and Agent:** The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301-2607.

The name of the initial registered agent of the Corporation at the said registered office is **Corporation Service Company.**

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto and is made a part of these Articles of Incorporation.

6. **Incorporator:** The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael S. Gross	350 E. Las Olas Blvd., Suite 1600 Ft. Lauderdale, Florida 33301

7. **Purposes:** The purposes for which the Corporation is organized, shall be the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.
8. **Duration:** The duration of the Corporation shall be perpetual.
9. **Indemnification:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of June, 2000.


MICHAEL S. GROSS, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

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Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **PALACES REAL ESTATE CORP.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of June, 2000.

CORPORATION SERVICE COMPANY

Deborah D. Skipper
By:

Deborah D. Skipper
as its agent