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Division of Corporations
Fax Number : (850) 922-4001

From:

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FLORIDA PROFIT CORPORATION OR P.A.

First Partners Real Estate Corporation

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

FIRST PARTNERS REAL ESTATE CORPORATION

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME

The name of this corporation is **First Partners Real Estate Corporation.**

ARTICLE 2. DURATION

The duration of this corporation is perpetual.

ARTICLE 3. PURPOSES

The purpose or purposes for which this corporation is organized are:

To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or intention that the purposes specified in each of the paragraphs of this Article 3 shall be regarded as independent purposes and powers.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other persons, association or corporation.

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the

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enjoyment and exercise thereof, as conferred by Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE 4. STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock with a par value of \$.01 per share.

4.1: Statement of Rights for Common Shares

(a) Subject to any prior rights to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(b) In the event of any dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of common stock shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or entity and receive payment in cash, stock or obligations of such other corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation or winding up of this corporation is specifically approved), or the merger or consolidation of this corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of this corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this paragraph (b).

(c) Except as provided by law or this certificate of incorporation with respect to voting by class or series, each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.

(d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this corporation convertible into shares of common

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stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

ARTICLE 5. AMENDMENT

The corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in its articles of incorporation, as amended, to the extent and in the manner now or in the future permitted or prescribed by statute, and all rights conferred in these articles upon shareholders herein are granted subject to that reservation.

ARTICLE 6. INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 2000 PGA Blvd., Suite 4410, N. Palm Beach, FL 33408 and the name of its initial registered agent at that address is Donald W. Miller. The principal address and the registered office address are the same.

ARTICLE 7. DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as the initial Director until the first annual meeting of Shareholders, or until his successor is elected and qualified, is:

Donald W. Miller
2000 PGA Blvd., Suite 4410
N. Palm Beach, FL 33408

ARTICLE 8. INCORPORATOR

The name and address of the incorporator is: Donald W. Miller, 2000 PGA Blvd., Suite 4410, N. Palm Beach, FL 33408.

ARTICLE 9. BY LAWS

The Bylaws 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 thereof.

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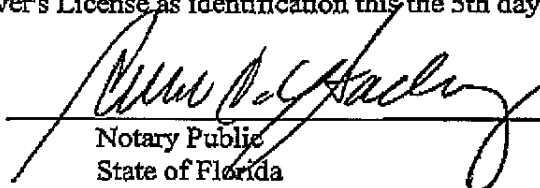
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DATED this 5th day of June, 2000.

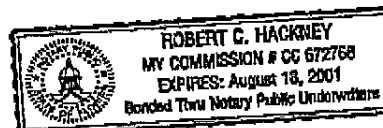

Donald W. Miller, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me by Donald W. Miller who produced his Florida Driver's License as identification this the 5th day of June, 2000.


Notary Public
State of Florida

My Commission Expires: _____



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING,
AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 (1) and 607.034, Florida Statutes:

First Partners Real Estate Corporation desiring to organize under the laws of the State of Florida being in the County of Palm Beach, at 2000 PGA Blvd., Suite 4410, N. Palm Beach, FL 33408 has named Donald W. Miller, Esquire, located at that same address as its initial registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation of 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 pose therein a sign designating the name of the corporation and the name of its registered agent.

Date:

6/5/00

By:


Donald W. Miller

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