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June 7, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

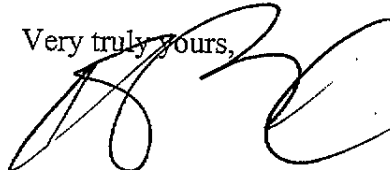
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*****78.75 *****78.75

Re: Jupiter Bay Rentals and Sales Inc.

Dear Secretary of State:

Enclosed please find our check in the amount of \$78.75 to cover the filing fee, designation of registered agent and the cost of a certified copy of the articles of incorporation. Please process the enclosed articles of incorporation. In the event there are any questions, please contact me.

Very truly yours,



Keith F. Backer
For the Firm

KFB/ea

Enclosure

K:\WPDOCS\Jupiter Bay Condo\GC\060700.FlaDeptSt.wpd

FILED
00 JUN 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 19 2000

ARTICLES OF INCORPORATION
OF
JUPITER BAY RENTALS & SALES, INC.

FILED
00 JUN 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is JUPITER BAY RENTALS & SALES, INC.

ARTICLE II

The existence of the corporation shall begin on the date of the filing of these Articles of Incorporation with the Florida Secretary of State, Division of Corporations.

ARTICLE III

The street address of the principal office of the Corporation is 353 S. U.S. Highway 1, Jupiter, FL 33477.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 136 East Boca Raton Road, Boca Raton, FL 33432. The initial registered agent for the Corporation at that address is Keith F. Backer, Esq., Backer Law Firm, P.A.

ARTICLE VI

The initial board of directors shall consist of FIVE members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Mike Hegarty	3377 Route 9, Old Bridge NJ 08857
Cherie Fineberg	279 Fairways Blvd. Williamsville, NY 14221
Skip Baxter	3940 Baywood Drive S.E., Grand Rapids, MI 49546
Bill Whiteside	353 South US Hwy One, F-402, Jupiter FL 33477
Jerry Elliott	353 S. US Hwy One, F-102, Jupiter FL 33477

ARTICLE VII

The board of directors of this corporation, Jupiter Bay Rentals & Sales, Inc., shall always consist of the same members as Jupiter Bay Condominium Association, Inc. Election or appointment to the board of directors of Jupiter Bay Condominium Association, Inc. shall automatically confer upon that elected or appointed director the office of director of Jupiter Bay Rentals & Sales, Inc.

ARTICLE VIII

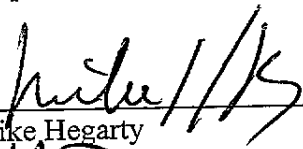
The names and street addresses of the persons signing these articles of incorporation are:

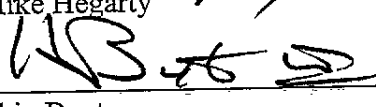
Mike Hegarty	3377 Route 9, Old Bridge NJ 08857
Skip Baxter	3940 Baywood Drive S.E., Grand Rapids, MI 49546
Jerry Elliott	353 South US Hwy One, F-102, Jupiter FL 33477


ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31 day of May, 2000.

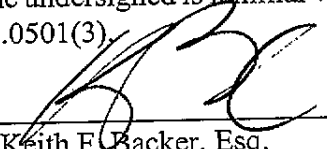

Mike Hegarty


Skip Baxter


Jerry Elliott

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for JUPITER BAY RENTALS & SALES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Fla. Stat. 607.0501(3).


Keith F. Backer, Esq.
Backer Law Firm, P.A.
136 East Boca Raton Road
Boca Raton, FL 33432

Date: May 31, 2000

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 12 AM 9:20