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LAW OFFICES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WADE R. BYRD, P.A.
MICHEL BYRD ELLIS *
* MEMBER OF NEW YORK AND FLORIDA BAR

HARRY W. STEWART, JR.
(1907 - 1988)

June 23, 2000

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

Re: 455 North County Road, Inc.

Dear Sir/Madam:

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-06/26/00--01079--008

****122.50 *****78.75

Please find enclosed the original and one copy of the Articles of Incorporation for 455 North County Road, Inc., which Articles include the designation and acceptance of the registered agent. Please file the original and return a certified copy of the Articles of Incorporation to Wade R. Byrd, Esquire, at the address set forth above. Enclosed please also find a check in the amount of \$122.50 made payable to the Department of State to cover the \$35.00 filing fee, \$25.00 registered agent fee, and \$52.50 certified copy fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,


WADE R. BYRD

WRB:fwf
enclosures

Ret 6/27/00

ARTICLES OF INCORPORATION

OF

455 NORTH COUNTY ROAD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is 455 NORTH COUNTY ROAD, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the State of Florida and the United States of America. Further, the corporation shall operate as a Subchapter "S" corporation under applicable tax laws.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares of non-assessable common stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The initial street address of the initial principal office of the corporation is: 426 Seaspray Avenue, Palm Beach, Florida 33480 and the initial mailing address is: 426 Seaspray Avenue, Palm Beach, Florida 33480. The name of the initial registered agent is WADE R. BYRD and his address is 7903 Nile River Road, West Palm Beach, Florida 33411.

ARTICLE VII

The name and address of the incorporator is Wade R. Byrd and his address is 350 Royal Palm Way, Suite 409, Palm Beach, Florida 33480.

ARTICLE VIII

The business of this corporation shall be managed and its corporate powers exercised by a board of one or more directors, who shall be of full age and at least one director shall be a citizen of the United States. The director or directors need not be stockholders. The initial board of directors shall consist of the persons named in Article IX.

ARTICLE IX

The first board of directors shall be constituted of the following directors:

William D. Elias
Harcourt M. Sylvester, Jr.

ARTICLE X

Neither the stockholders, directors, officers nor agents of said corporation shall be personally liable for debts or obligations of the corporation.

ARTICLE XI


Except as may be otherwise provided in the by-laws, any annual or other meeting of stockholders may be held either within or without the State of Florida, and any stockholder may waive notice of any meeting, either before or after the meeting.

ARTICLE XII

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XIII

The undersigned, being all of the subscribers of the Articles of Incorporation of 455 NORTH COUNTY ROAD, INC., makes and files these Articles, hereby certifying that the facts herein stated are true, that he is sui juris and over the age of twenty-one (21) years and is a citizen of the United States and that accordingly he has hereunto set his hand and seal this 23rd day of June, 2000.



WADE R. BYRD

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared WADE R. BYRD, personally known to me and who executed the foregoing Articles of Incorporation

and he acknowledged before me that he executed and subscribed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 23rd day of June, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



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


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - 455 NORTH COUNTY ROAD, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 426 Seaspray Avenue, Palm Beach, Florida 33480, County of Palm Beach, State of Florida, has named WADE R. BYRD located at 7903 Nile River Road, West Palm Beach, Florida 33411, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____


WADE R. BYRD
as Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA