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Marathon Real Estate Holdings, Inc.

FILED

1922 7th Avenue N
Lake Worth, Florida 33461

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/20/00

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

July 17, 2000

RE: Marathon Real Estate Holdings, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named entity, together with a check in the amount of \$78.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and the fee for Registered Agent Designation for the above named entity.

We appreciate your cooperation in this matter. If we can provide any additional information or be of any further assistance, please do not hesitate to contact us.

Sincerely,

Timothy J. Demming

Timothy J Demming
Co-President

enclosures

R# 7/25/00 ✓

**ARTICLES OF INCORPORATION
OF
MARATHON REAL ESTATE HOLDINGS, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

07/20/00

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **Marathon Real Estate Holdings, Inc.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is

1922 7th Avenue N
Lake Worth, Florida 33461

and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporators of this Corporation is:

Timothy J Demming & David M. Ball
1922 7th Avenue N
Lake Worth, Florida 33461

ARTICLE 5 - OFFICERS

The initial officers of the Corporation shall be:

Co -President:	Timothy J Demming & David M. Ball
Secretary:	Timothy J Demming
Treasurer:	David M. Ball

ARTICLE 6 - INITIAL BOARD OF DIRECTOR(S)

The name and address of the Initial Director(s) of the Corporation shall be:

Timothy J Demming & David M. Ball
1922 7th Avenue N
Lake Worth, Florida 33461

The number of directors may be either increased or diminished by the by-laws adopted by the shareholder(s) but shall never be less than one.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND FIVE HUNDRED (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividend, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

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ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

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In compliance with Section 607.325, Florida Statutes, the following is submitted:

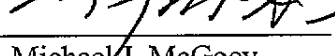
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial registered agent and address of the office of the registered agent of this Corporation is:

Michael J. McGoey
209 N Seacrest Blvd
Boynton Beach, Florida 33435

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties and I accept the duties and obligations of Florida Statutes.

Date: July 17, 2000

Signed 
Michael J. McGoey

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

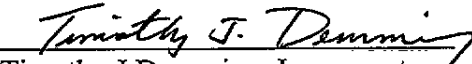
ARTICLE 14 - EFFECTIVE DATE

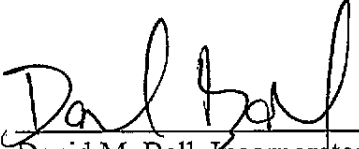
These Articles of Incorporation shall be effective the July 20, 2000

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator(s) have hereunto set our hands and seals, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of State, Florida, these articles of incorporation, and certify that the facts stated herein are true.


Timothy J Demming, Incorporator


David M. Ball, Incorporator

Date: July 17, 2000