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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LYDIA ENGELSEN

308 Vallette Way
West Palm Beach, FL 33401

Tel: (561) 832-6860

September 22, 2000

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Secretary of State
DIVISION OF CORPORATIONS
PO Box 6327
Tallahassee, FL 32301

Re: Good Seasons of Palm Beach, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above-named corporation. Please also find enclosed our firm's check in the amount of \$122.50 representing the filing fees in this regard.

Please file the enclosed Articles and return a conformed copy to me in ~~overnight~~ delivery envelope provided.

Very truly yours,



LYDIA ENGELSEN

/le
Enc.

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ARTICLES OF INCORPORATION
OF
GOOD SEASONS OF PALM BEACH INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

GOOD SEASONS OF PALM BEACH INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be Five Hundred Shares (500) at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

ARTICLE IV

CAPITAL

The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be **308 Vallette Way, West Palm Beach, FL 33401**, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's registered agent is **LYDIA VERA ENGELSEN, 308 Vallette Way, West Palm Beach, FL 33401**.

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Lydia Vera Engelsen	308 Vallette Way West Palm Beach, FL 33401	President & Secretary
Denise Holden	12611 66th Street North West Palm Beach, 33412	Vice President & Treasurer

This corporation shall have at least one, but not more than four directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE IX

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Lydia Vera Engelsen	308 Vallette Way West Palm Beach, FL 33401	50%
Denise Holden	12611 66th Street North West Palm Beach, FL	50%

ARTICLE X

SHARES OF STOCK

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XII

POWERS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.



Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares


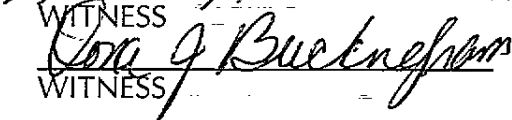
of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the fact herein stated are true, this 21st day of September, 2000.

Signed, sealed, and delivered
in the presence of us:


WITNESS

WITNESS


LYDIA V. ENGELSEN


WITNESS

WITNESS

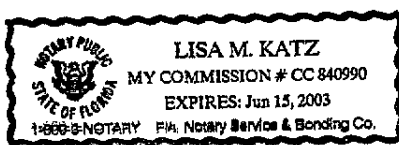

DENISE HOLDEN

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgements and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared **LYDIA VERA ENGELSEN** and **DENISE HOLDEN**, to me well known to be the individual(s) described herein and who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed the same for the purposes therein expressed.

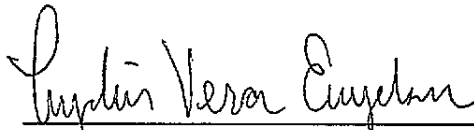
WITNESS my hand and official seal in the County and State last aforesaid this 21st day of September, 2000.




NOTARY PUBLIC, State of Florida

CERTIFICATE OF REGISTERED AGENT
OF
GOOD SEASONS OF PALM BEACH INC.

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of §607.0505, Florida Statutes.



LYDIA VERA ENGELSEN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA