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SAILFISH REAL ESTATE INVESTMENTS, INC.
323 NW 36TH AVENUE #103
DEERFIELD BEACH, FL 33442
(561) 789-2816

December 20, 2000

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

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


Re: Sailfish Real Estate Investments, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for the above-referenced corporation. A check in the amount of \$78.75 is enclosed for the filing fee and certified copy. Please return the certified copy to me in the enclosed envelope.

If you have any questions regarding this matter or need additional information, please do not hesitate to call me.

Sincerely,



Donald E. Stacks, Jr.

FILED
00 DEC 20 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 28 2000

FILED

CERTIFICATE OF INCORPORATION
OF

00 DEC 20 AM 8:33

SAILFISH REAL ESTATE INVESTMENTS INCORPORATED, ACTING AS SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make, subscribe, acknowledge and file this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS OF CORPORATION

The name of this Corporation shall be **SAILFISH REAL ESTATE INVESTMENTS INCORPORATED**, its address shall be 323 NW 36th Avenue, Deerfield Beach, Florida 33442.

ARTICLE II
GENERAL PURPOSE OF CORPORATION

To engage in all lawful businesses and ventures as allowed under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of Common Stock having \$1.00 per share par value. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 323 NW 36th Avenue, Deerfield Beach, Florida 33442. The initial Registered Agent of the Corporation shall be Donald E. Stacks, Jr.

ARTICLE VII
BOARD OF DIRECTORS

The initial Board of Directors shall consist of:

Donald E. Stacks, Jr.
323 NW 36th Avenue
Deerfield Beach, Florida 33442

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator of this Corporation is Donald E. Stacks, Jr., 323 NW 36th Avenue, Deerfield Beach, Florida 33442.

ARTICLE IX
RESTRICTION ON SALE OF STOCK

The Corporation shall have the power to include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of the death of any of the Stockholders. The manner and form, as well as all relevant terms, conditions, and details hereof shall

be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provisions shall effect the rights of third parties without actual knowledge thereof, unless such provisions shall be plainly written upon the Certificate evidencing the ownership of said stock.

ARTICLE X
AMENDMENT

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved by the Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to the Certificate of Incorporation made.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at DeerField Bch., Florida, for the uses and purposes aforesaid this 15 day of December, 2000.



Donald E. Stacks, Jr.

STATE OF FLORIDA
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day before me personally appeared Donald E. Stacks, Jr. to me well known, or produced valid identification, and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they subscribed to this Certificate of Incorporation.

Witness my hand and seal this 19 day of Dec., 2000.



Kristen MacCurdy
Notary Public
My Commission Expires:

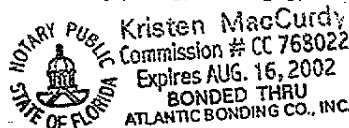
STATE OF FLORIDA
COUNTY OF Palm Beach

The undersigned, Donald E. Stacks, Jr., hereby agrees to act as Registered Agent for the above-styled Corporation and accept service for the above-styled Corporation.

Donald E. Stacks Jr.
Donald E. Stacks, Jr.
Registered Agent

Sworn to and subscribed before
me this 19 day of Dec., 2000.

Kristen MacCurdy
Notary Public
My Commission Expires:



CERTIFICATE DESIGNATION, PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED AND ACCEPTANCE
OF APPOINTMENT AS REGISTERED AGENT FOR SERVICE OF PROCESS

In pursuance of the applicable Florida Statutes, the following is submitted in compliance with the said laws:

That **SAILFISH REAL ESTATE INVESTMENTS INCORPORATED** desiring to organize under the laws of the State of Florida with its registered office as indicated in the Certificate of Incorporation at 323 NW 36th Avenue, Deerfield Beach, Florida 33442, has designated Donald E. Stacks, Jr. as its Registered Agent to accept service of process within this State.

Having been named to accept service of process for the above-named Corporation, at the place designated in the Certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of said laws relative to keeping open said office.

Donald E. Stacks, Jr.
Donald E. Stacks, Jr.
Registered Agent

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME personally appeared Donald E. Stacks, Jr. well known and known to me to be the individual in and upon being duly sworn, executed the foregoing instrument and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of Dec., 2000, at 10:00am Palm Beach County, Florida.



Kristen MacCurdy
Commission # CC 768022
Expires AUG. 16, 2002
BONDED THROUGH

Kristen MacCurdy
Notary Public
My Commission Expires: