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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399
850-488-9000 487-6052

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-05/14/01--01068--001
*****87.50 *****87.50

SUBJECT: **PALM BEACH ACQUISITIONS & HOLDINGS INC.**
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the filing fee, a Certified Copy and a Certificate of Status.

ADDITIONAL COPY REQUIRED

FROM:

William Johnson
Name Printed

4809 Walden Circle
Address

Orlando, Florida 32801
City, State, Zip Code

407-355-9221
Day Time Phone

gr 5/18

ARTICLES OF INCORPORATION
OF
PALM BEACH ACQUISITIONS & HOLDINGS INC.

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 ONE: NAME

The name of this corporation is **PALM BEACH ACQUISITIONS & HOLDINGS INC.**
(hereinafter, "Corporation")

ARTICLE TWO: PURPOSE OF CORPORATION

The purpose of this Corporation is to engage in any lawful business, act or activity for which a corporation permitted under the Laws of the ***State of Florida and the United States.***

ARTICLE THREE: PRINCIPAL OFFICE

The Corporation mailing address and principal office address are the same and shall be 4809 Walden Circle Orlando, Florida 32811.

ARTICLE FOUR: INCORPORATOR

The name and street address of the incorporator of the Corporation is:

William Johnson
4809 Walden Circle Orlando, Florida 32811

ARTICLE FIVE: OFFICERS

The Initial Officers of the Corporation shall be:

President:	William Johnson
Vice-President:	Alex C. Wheeler
Secretary:	William Johnson
Treasurer:	William Johnson

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE SIX: DIRECTORS

The Initial Directors of the Corporation shall be:

Alex Wheeler
Michelle Wheeler
William Johnson
Ali Witherspoon

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE SEVEN: CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 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.

7.5 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.

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

ARTICLE EIGHT: SHAREHOLDERS' RESTRICTIVE AGREEMENT

ALL of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of The Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE NINE: 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 TEN- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE ELEVEN: REGISTERED OWNER(S)

The Corporation, to the extent permitted bylaw, shall be entitled to treat the person in whose name any share or rights 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.

ARTICLE TWELVE: REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is **4809 Walden Circle Orlando, Florida 32811**. The name and address of the initial registered agent of this Corporation is **William Johnson 4809 Walden Circle Orlando, Florida 32811**.

ARTICLE THIRTEEN: 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 FOURTEEN: EFFECTIVE DATE

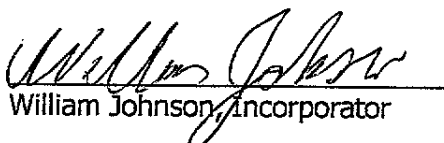
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE FIFTEEN: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or In any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, 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, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida,

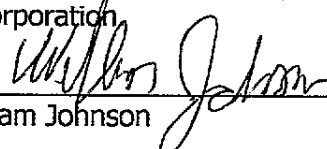
Dated: Thursday, May 10, 2001


William Johnson, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I acknowledge that I am familiar with and accept herewith the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes. My office is the same as that of the registered office in the above and foregoing Articles of Incorporation.

by:


William Johnson

Date: Thursday, May 10, 2001