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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : HACKNEY MILLER, P.A.
Account Number : I19990000202
Phone : (561) 627-0677
Fax Number : (561) 625-4685

FLORIDA PROFIT CORPORATION OR P.A.

Altima II International Realty, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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SEAL
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALTIMA II INTERNATIONAL REALTY, INC.

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 Altima II International Realty, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or intention that the purposes specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.
- b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other persons, association or corporation.

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- c. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

- (i) The aggregate number of shares which the corporation is authorized to issue is 15,000 shares, of which 10,000 shares of the par value of \$.01 per share shall be designated as "Common Shares" and 5,000 of the par value of \$.01 shall be designated as "Preferred Shares".
- (ii) The board of directors has the authority, without first obtaining approval of the stockholders of the corporation, or any class thereof:
 - (a) To grant rights or options to subscribe for or purchase, and issue, shares of authorized and unissued stock of the corporation of any class now or hereafter authorized, to any persons, including officers and directors of the corporation, upon such terms and conditions as the board may deem appropriate.
 - (b) To make distributions to its shareholders out of its capital surplus, and to purchase its own shares out of its unreserved and unrestricted capital surplus, upon such terms as the board may deem appropriate.
 - (c) To the extent permitted by the applicable laws of the state of Florida, to guarantee or assume liability for the payment of the principal of, or dividends or interest on, or sinking fund payments in respect to, stocks, bonds, debentures, warrants, rights, scrip, notes, evidence of indebtedness, or other securities or obligations of any kind by whomsoever issued; and to the extent permitted by law, to guarantee or assume liability for the performance of any other contract or obligation, made or issued by any domestic or foreign corporation, partnership, association, trustee, group, individual or entity.
- (iii) No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation

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(iii) No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

A. Common Shares.

The Common Shares are identical in all respects and have equal rights and privileges, except as otherwise provided in this certificate.

B. Preferred Shares.

The board of directors, by resolution, has the authority to grant rights to subscribe for or purchase and issue in one (1) or more series, Preferred Shares, having such preferences, rights, and limitations as therein set forth. The voting powers, if any, of a holder of one Preferred Share, may not exceed the voting rights of one Common Share.

(6) Indemnification.

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE V - AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 2000 PGA Blvd., Suite 4410, Palm Beach Gardens, FL 33410 and the name of its initial registered agent at that address is Donald W. Miller, Esq. The principal address and the registered office address are the same.

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ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The names and address of the person to serve as the initial Directors until the first annual meeting of Shareholders, or until their successors are elected and qualifies, is:

<u>Name</u>	<u>Address</u>
Maura T. Landers	2000 PGA Blvd., Suite 4410 Palm Beach Gardens, FL 33410

ARTICLE VIII - INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Maura T. Landers	2000 PGA Blvd., Suite 4410 Palm Beach Gardens, FL 33410

ARTICLE IX - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or
- (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

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ARTICLE X - BY LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED THIS the 21 day of January, 2002.

Maura T. Landers

Maura T. Landers (incorporator)

STATE OF FLORIDA

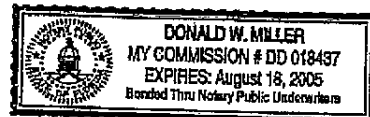
COUNTY OF PALM BEACH

..... The foregoing Articles of Incorporation were acknowledged before me by Maura T. Landers who produced her Florida Driver's License as identification this the 21st day of January, 2002 by:

Donald W. Miller

Notary Public

State of Florida



My Commission Expires: _____

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TALLAHASSEE, FLORIDA

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

The following is submitted pursuant to Sections 48.091 (1) and 607.034, Florida Statutes:

Altima II International Realty, Inc. desiring to organize under the laws of the State of Florida being in the county of Palm Beach, at 2000 PGA Blvd., Suite 4410, Palm Beach Gardens, FL 33410 has named Donald W. Miller, Esquire, located at that same address as its initial registered agent to accept service of process within this state.

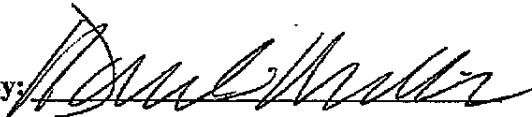
ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation of this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to pose therein a sign designating the name of the corporation and the name of its registered agent.

Date:

1/21/02

By:



Donald W. Miller, Esquire

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