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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

From: James L. Pruden, PA
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432
Phone 561 417-4644

March 25, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 17 PM 12:57

FILED

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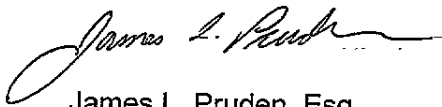
SUBJECT: *DELRAY PROPERTIES, INC.*

Enclosed please find the following:

1. The original and one copy of Articles of Incorporation
2. A check in the amount of \$78.75 for the filing fee, certified copy of certificate of status and Registered Agent designation fee
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Sincerely,



James L. Pruden, Esq.

EFFECTIVE DATE
04-16-02

Enclosure

W02-9205
gc 4/2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 2002

JAMES L. PRUDEN, ESQ.
370 W. CAMINO GARDENS BLVD., STE. 210
BOCA RATON, FL 33432

SUBJECT: DELRAY PROPERTIES, INC.
Ref. Number: W02000009205

We have received your document for DELRAY PROPERTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 902A00019409

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02 APR 17 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
DELRAY PROPERTIES HOLDING, INC.**

Article 1

Corporate Name

The name of this corporation shall be "Delray Properties Holding, Inc."

EFFECTIVE DATE
04-16-02

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 231 N.W. 18th Avenue, Delray Beach, FL 33444.

Article 3

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and it is organized for the following general purposes:

- (a) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and
- (b) To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

Article 4

Capital Stock

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of common class at \$.001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts.

Article 5

Term of Existence

This Corporation shall have perpetual existence.

Article 6

Effective Date of Corporation

The Corporation shall commence business on April 16, 2002 along with the contemporaneous payment of not less than \$75.00 (seventy-five dollars) in value for the issuance of its shares.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.
370 W. Camino Gardens Blvd., Ste. 210
Boca Raton, FL 33432

Article 8

Board of Directors

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

Jim Frederico
231 N.W. 18th Avenue
Delray Beach, FL 33444

The person named as the initial Director shall hold office for the first year of existence of this Corporation, or until their successors are duly elected or appointed and qualified, whichever occurs first.

Article 9

Indemnification

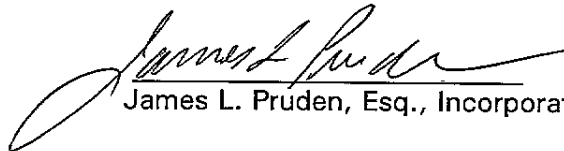
No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

Article 10

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is James Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the April 16, 2002.


James L. Pruden, Esq., Incorporator

FILED

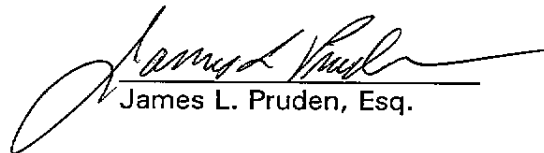
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, DELRAY PROPERTIES HOLDING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 231 N.W. 18TH Avenue, Delray Beach, FL 33444 has named James L. Pruden, Esq., whose address is 370 W. Camino Gardens Blvd., Ste. 210, Boca Raton, FL 33432 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


James L. Pruden, Esq.