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THE SOTO LAW GROUP, P.A.

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May 3, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation

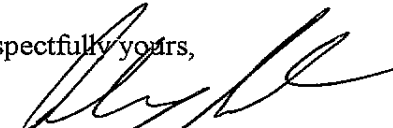
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*****78.75 *****78.75

To whom it may concern,

Enclosed please find the Articles of Incorporation, designation of registered agent and check for \$78.75 for the filing of Palm Investment Corporation.

If you have any questions, please let me know.

Respectfully yours,


Alexander O. Soto
For the firm

AOS/yr

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CLERK OF STATE
DIVISION OF CORPORATIONS
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5-17-02




FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 13, 2002

ALEXANDER O. SOTO, ESQ.
915 MIDDLE RIVER DR., SUITE 207
FT. LAUDERDALE, FL 33304

SUBJECT: PALM INVESTMENT CORPORATION
Ref. Number: W02000013715

We have received your document for PALM INVESTMENT CORPORATION 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 202A00030278

ARTICLES OF INCORPORATION
OF
Palm Realty Management, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **Palm Realty Management, Inc..**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

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ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders entitled to vote.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (4) director(s) whose name and addresses are as follows:

President and Initial Director:

Anthony Finelli
11955 NW 37th Street
Coral Springs, Florida 33065

Vice President and Initial Director:

Phillip C. Ellis
11955 NW 37th Street
Coral Springs, Florida 33065

Treasurer and Initial Director:

Maryann Ellis
11955 NW 37th Street

Coral Springs, Florida 33065

Secretary and Initial Director: --

Louise Ann Finelli
11955 NW 37th Street
Coral Springs, Florida 33065

ARTICLE X

The initial registered agent of the corporation is **The Soto Law Group, P.A.**. The street address of the corporation's initial registered office is 915 Middle River Drive, Suite 304, Fort Lauderdale, FL 33304.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

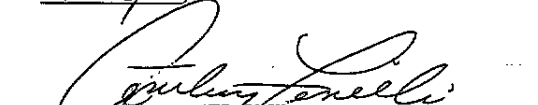
11955 NW 37th Street
Coral Springs, Florida 33065

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Anthony Finelli
11955 NW 37th Street
Coral Springs, Florida 33065

The undersigned incorporator has executed these Articles of Incorporation this 7th day of May, 2002.

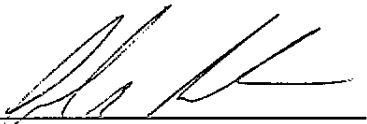


Anthony Finelli, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
Palm Realty Management, Inc.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: May 16, 2002



Alexander O. Soto, Esq.
Signature of Registered Agent

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