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LAW OFFICE OF
MANDEL & PERKINS
10115 WEST SAMPLE ROAD
CORAL SPRINGS, FL 33065
PHONE: 954-344-8420 / FACSIMILE: 954-344-8852

June 13, 2002

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

600005816986--7
-06/18/02--01064--004
****122.50 ****78.75

Re: Evergrene Realty, Inc.

Dear Sir/Madam:

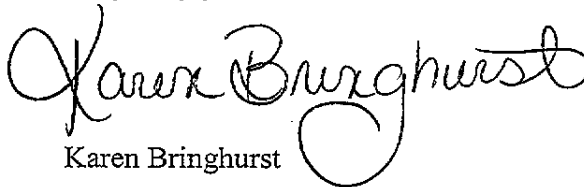
I am enclosing the Articles of Incorporation for the above referenced corporation to be filed with the Department of State.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 covering the filing fees for the above and the cost of a certified copy of the Articles of Incorporation.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Karen Bringhurst

Encl.
DMP:kb

FILED
02 JUN 19 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

EVERGRENE REALTY, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

EVERGRENE REALTY, INC.
5600 W. Flagler, #2406
West Palm Beach, Florida 33407

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 100 shares of common stock having \$1.00 (one dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

ARTICLE IV - BOARD OF DIRECTORS

All corporate powers should be exercised by and under

the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the share holders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

BARTON RICHARDSON
5600 W. Flagler, #2406
West Palm Beach, Florida 33407

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII, - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

BARTON RICHARDSON
5600 W. Flagler, #2406
West Palm Beach, Florida 33407

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation and the name of the Initial Registered Agent of the Corporation at that address is:

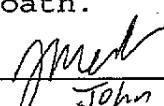
BARTON RICHARDSON
5600 W. Flagler, #2406
West Palm Beach, Florida 33407

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 5th day of June, 2002.


BARTON RICHARDSON

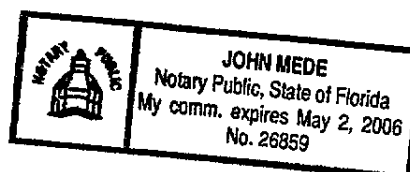
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

5th The foregoing instrument was acknowledged before me this day of June, 2002 by BARTON RICHARDSON, who is personally known to me or who has produced FL Drivers License as identification, and who did take an oath.


Name- John Mede
NOTARY PUBLIC

State of Florida at Large


My commission expires: 05-02-06



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, BARTON RICHARDSON, being and the same as that BARTON RICHARDSON designated in the Articles of Incorporation of EVERGRENE REALTY, INC. do hereby accept the appointment as the registered agent of EVERGRENE REALTY, INC..

Dated this 5TH day of June, 2002.


BARTON RICHARDSON
5600 W. Flagler, #2406
West Palm Beach, Florida 33407

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA