

P02000134092

Name: Tony A. Dempsey

Address: 512 47th Street

West Palm Beach, Florida 33407

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA INVESTMENT REALTY, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is: SOUTH FLORIDA INVESTMENT REALTY, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is: 512 47TH Street, West Palm Beach, Florida 33407.

THIRD: The number of shares that the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common Shares.

FOURTH: The mailing address, wherever located, of the corporation is: 512 47th Street, West Palm Beach, Florida 33407.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is: 512 47th Street, West Palm Beach, Florida 33407.

The name of the registered agent of the corporation at the said registered agent office is: Tony A. Dempsey.

The written acceptance of the said initial registered agent as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is:

Name: Tony A. Dempsey
Address: 512 47th Street
West Palm Beach, Florida 33407

SEVENTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation, which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchases of shares in the same class of the corporation or of equity and/or voting shares of any class of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

EIGHTH: The purpose for which the corporation is organized shall include the authority of the corporation to engage in any lawful business for which corporations may be organized and engage in under the Florida Business Corporation Act, as specified in Section 607.0302.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and for the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

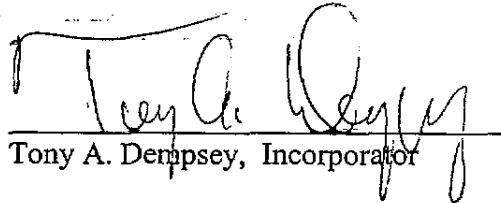
ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TWELFTH: The initial Board of Directors and Officers of the Corporation with their respective addresses shall be as follows:

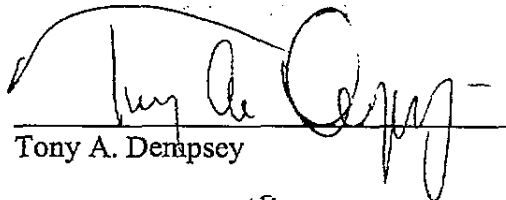
President, Secretary,
Treasurer and Director: Tony A. Dempsey
512 47th Street
West Palm Beach, Florida 33407

THIRTEENTH: The corporate existence of the corporation shall begin on December 18, 2002.

Signed on December 18 2002.


Tony A. Dempsey, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to at in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Tony A. Dempsey

Date: December 18 2002.