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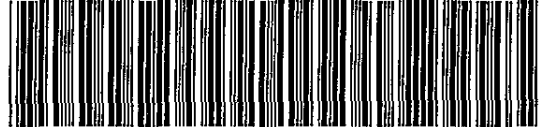
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]

4-15-04

Law Offices of
TIMOTHY PATRICK DRISCOLL, P. A.
100 First Avenue South
Suite 340
St. Petersburg, Florida 33701

TIMOTHY P. DRISCOLL

(727) 896-1144
Facsimile (727) 822-8982

March 24, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

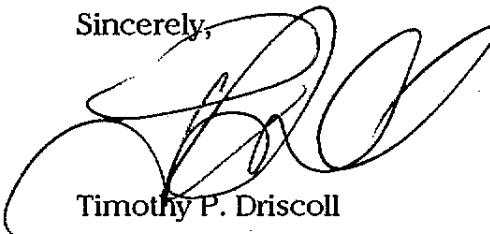
Re: Articles of Incorporation for Lazy Palms, Inc.
Gregory J. Tosto

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Lazy Palms, Inc., along with our check in the amount of \$78.75 (\$70.00 filing fee, \$8.75 certification fee). Please file the Articles of Incorporation and make a **certified copy** of the Articles of Incorporation. Please forward the certified copy of the Articles of Incorporation to this office as soon as possible.

If you have any questions or need any additional information, please contact my legal assistant, Corinne at our office at (727) 896-1144. We appreciate your assistance in this matter.

Sincerely,



Timothy P. Driscoll

TPD/csa

Enclosures

cc: Greg Tosto



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 5, 2004

TIMOTHY PATRICK DRISCOLL, P.A.
100 FIRST AVENUE SOUTH, SUITE 340
ST. PETERSBURG, FL 33701

SUBJECT: LAZY PALMS, INC.
Ref. Number: W04000013179

We have received your document for LAZY PALMS, 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) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

Letter Number: 604A00022135

**ARTICLES OF INCORPORATION
OF
THE PALMS OF NORTH REDINGTON BEACH, INC.**

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04 APR 12 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act do hereby adopt the following Articles of Incorporation:

Article 1 - Name. The name of the Corporation shall be:
THE PALMS OF NORTH REDINGTON BEACH, INC.

Article 2 - Address. The address of the principal office and mailing address of the Corporation is: **17090 First Street East, Unit 3, North Redington Beach, FL 33708**

Article 3 - Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1000 common shares. Such shares shall have a par value of \$1.00 per share.

Article 4 - Initial Registered Office and Agent. The name and street address of the initial Registered Office of the Corporation is **TIMOTHY PATRICK DRISCOLL, P. A., 100 First Avenue South, Suite 340, St. Petersburg, Florida 33701.**

Article 5 - Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Gregory J. Tosto, 17090 First Street East, Unit 3, North Redington Beach, FL 33708

Article 6 - Incorporators. The name and address of each Incorporator is as follows:

Gregory J. Tosto, 17090 First Street East, Unit 3, North Redington Beach, FL 33708

Article 7 - Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 8 - Indemnification. The Corporation shall indemnify each Officer, Director, Shareholder and Agent, including former Officers, Directors, Shareholders and Agents, to the full extent permitted by law.

Article 9 - Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10 - Cumulative Voting. All Shareholders or a voting group of Shareholders designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Section 607.0729, Florida Statutes, as amended from time to time.

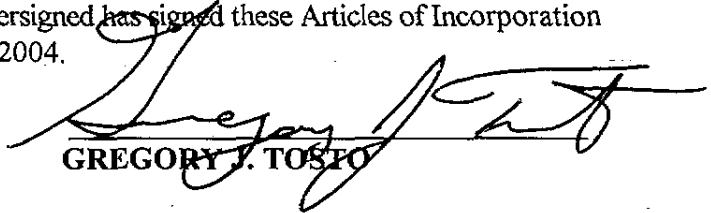
Article 11 - Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

Article 12 - Purposes. The purposes for which the Corporation is organized are the following:

12.1 To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida.

12.2 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

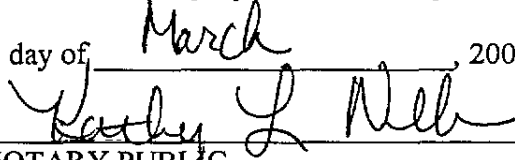
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17th day of March, 2004.

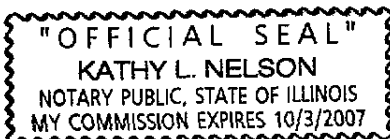

GREGORY J. TOSTO

STATE OF Illinois
COUNTY OF Lake

I hereby certify and acknowledge that before me, the undersigned officer authorized to take acknowledgments and administer oaths, personally appeared **GREGORY J. TOSTO**, at the time of notarization, who is personally known to me, did take an oath and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Dated this 17 day of March, 2004.

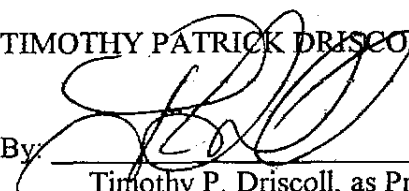

NOTARY PUBLIC
My Commission Expires:



**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned, on behalf of the corporation, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment on behalf of the corporation as registered agent and agree to act in this capacity. I further agree on behalf of the corporation to comply with the provisions of all statutes relating to the proper and complete performance of said duties, and am familiar with and accept the obligations of the position as registered agent.

TIMOTHY PATRICK DRISCOLL, P.A.

By: 
Timothy P. Driscoll, as President

Date: 3-23, 2004

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TALLAHASSEE, FLORIDA