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ACCOUNT NO. + 0721000000032

REFERENCE : 536948 90138A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE: February 6, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 536948

CUSTOMER NO: 901387

CUSTOMER: John A. Moran, Eaq

DUNLAP MORAN & LOPEZ, P.A.

1800 Second Street, Suite 903

Sarasota, FL 34236

DOMESTIC FILING

95000009695

NAME: HEARTS OF PALM, INC.

X ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

X PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

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LAW OFFICES OF

NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

SARASOTA CITY CONTUR

1819 Main Street

Surra 610

SARASOTA, FLORIDA 34236

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Triagnose 813-936-8622

**Hoard Certified Tax Lawyer

***ALSO ADMITTED IN INDIANA

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SCOTT W. DUNLAP! JAMES D. GIBSON DAVID E. GURLEY PUBLIP N. HAMMURSLUY NATALER A. HERRO*** B. JOHN LOPIZ** JOHN A. MORAN DAVID D. NEISER

SAM D. NORTONA

Anthony S. Cabrera

February 3, 1995

Bureau of Corporate Records Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Ro:

HEARTS OF PALM, INC.

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 made payable to the "Secretary of State" to cover the following items:

> Filing Fee Registered Agent

\$35.00 \$35.00

We would appreciate your returning to us the copy of the filed Articles of Incorporation, via CIS Courier.

Very truly yours,

NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

the Firm

JAM:rr\D7\c\Hearts.SOS

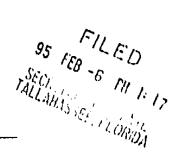
Enclosures

cc: Ms. Livya Hament

ARTICLES OF INCORPORATION

OF

HEARTS OF PALM, INC.



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

ARTICLE I - NAME

The name of this Corporation is: HEARTS OF PALM, INC.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

1)

The principal place of business and mailing address of this Corporation shall be 1355 Roberts Bay Lane, Sarasota, FL 34242.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1355 Roberts Bay Lane, Sarasota, FL 34242, and the registered agent at such office is Livya Hament.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Name Address

Livya Hament 1355 Roberts Bay Lane Sarasota, FL 34242

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Namo

Address

Livya Hamont

1355 Roberts Bay Laio Sarasota, FL 34242

The undersigned has executed these Articles this $\frac{3^{nk}}{1}$ day of $\frac{f \circ h}{1}$, 1995.

LIVYX HAMENT Incorporator

Having been named as Registered Agent and to accept service of process for HEARTS OF PALK, INC., at the place designated in the Articles, 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 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.

Feb 3, 1975

LIVYA HAMENT

Registered Agent

JAM:rr\D7\c\Hearts.AOI