

Robert S. Bernstein
175 Great Harbour Way #2808
Ponte Vedra Beach, Florida 32082
(904) 285-4617

P95000017560

February 27, 1994

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

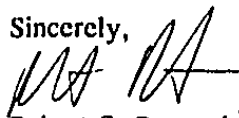
RECEIVED
FEB 28 1994
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Please accept for filing Articles of Incorporation for Peabody Development, Inc. I was advised over the phone this morning that this name was available. I am enclosing a check in the amount of \$70 for filing fees.

If you have any questions with regard to the enclosed documents, please do not hesitate to call me.

Sincerely,

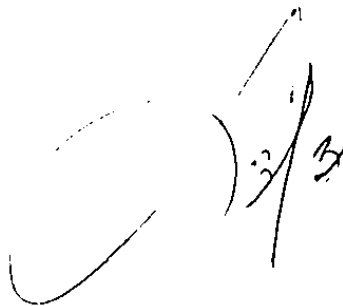

Robert S. Bernstein

EFFECTIVE DATE

2-27-95

Enc.

cc: Cynthia Bernstein (w/o Encls.)



FILED
95 MAR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PEABODY DEVELOPMENT, INC.

FILED
55 MAR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

EFFECTIVE DATE

2.20.75

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Peabody Development, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 227 N. 28th Ave., Hollywood, Florida 33020.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 227 N. 28th Ave., Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is Cynthia S. Bernstein.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Bernstein	175 Great Harbour Way #2808 Ponte Vedra Beach, Florida 32082
Cynthia S. Bernstein	3300 North Hills Drive Hollywood, Florida 33021

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Robert S. Bernstein

ADDRESS

175 Great Harbour Way #2808
Ponte Vedra Beach, Florida 32082

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT


Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 11

AMENDMENT'

Section 11.1 Amendment. The shareholders of this corporation shall have preemptive rights.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27 day of February, 1995.



Robert S. Bernstein, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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


Cynthia S. Bernstein, Registered Agent

Dated: February 27, 1995

FILED
95 MAR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA