

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1130
BROWARD FINANCIAL CENTRE
600 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33394
(305) 784-7000
FAX (305) 948-0404
TELECOPY (305) 781-8135

P95000052361

June 29, 1995

Secretary of State
Corporate Records Bureau
Department of State
STATE OF FLORIDA
P.O. Box 6327
Tallahassee, Florida 32301

RE: CHIP'S Real Estate, Inc.

000001529060
-07/03/95--01028--010
****122.50 ****122.50

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 in payment of the:


1. Certificate of Incorporation filing fee	\$35.00
2. certified copy of the Certificate of Incorporation fee	52.50
3. registered agent's fee	35.00
	<u>\$122.50</u>

FILED
95 JUL -3 PM 3:06
TALLAHASSEE, FLORIDA

We ask that you return the certified copy of the Certificate of Incorporation to us as soon as possible.

If you have any questions or comments, please do not hesitate to contact us.

Very truly yours,


TRISH BURKE, Secretary
to Martin R. Press

DPD-7-6-95
AUTHORIZATION BY PHONE TO
CORRECT NAME
DATE 7-10-95
EXAM 10/04

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telecopy (407) 483-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 661-6810
Telecopy (904) 661-6792

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8777

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 855-1100

900 East Ocean Blvd.
Suite 120
Stuart, Florida 34904
(407) 283-9000
Telecopy (407) 283-9822

ARTICLES OF INCORPORATION
OF

CHIP'S REAL ESTATE, INC.

FILED
95 JUL -3 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be CHIP'S REAL ESTATE, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida shall be Suite A-101, 2699 Stirling Road, Fort Lauderdale, Florida, 33312.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be Martin R. Press, Esq., Broad and Cassel, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida, 33394.

ARTICLE VII

DIRECTORS

This corporation shall have one director, initially. The number of directors may increase or diminish from time to time by By-Laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the member(s) of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Barrett Hess	3451 North 31st Terrace Hollywood, Florida 33021

ARTICLE IX

INCORPORATOR

The name and address of the person signing the so Articles of Incorporation is:

Barrett Hess
3451 North 31st Terrace
Hollywood, Florida 33021

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of June, 1995.



BARRETT HESS, Incorporator

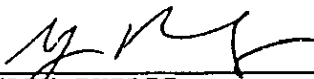
STATE OF FLORIDA)

ss.:

COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared BARRETT HESS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of June, 1995.

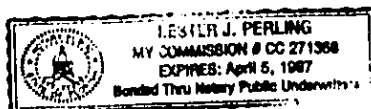


NOTARY PUBLIC

State of Florida

Print Name: Lester J. Perling

Commission expires: _____



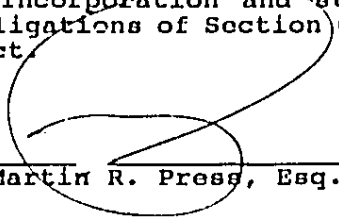
ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED

95 JUL -3 PM 3:06

RECEIVED
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Martin R. Press, Esq.