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REPLY TO:
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September 19, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Palm Beach International Real Estate, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. I have also enclosed check number 1031 in the amount of \$122.50.

After filing, please forward a Certified Copy of the Articles of Incorporation.

It would be greatly appreciated if you can expedite this matter. Thank you for your cooperation in this matter.

Sincerely,

H. Bryant Sims

HBS/gch
Enclosures

F. CHESSER 9/22/95

ARTICLES OF INCORPORATION

OF

PALM BEACH INTERNATIONAL REAL ESTATE, INC.

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

PALM BEACH INTERNATIONAL REAL ESTATE, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to establish a real estate development business. To include retail and wholesale purchase, exchange and sale of any and all items of real and/or personal property involved in such business. To engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 1000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of

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share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 249 Royal Palm Way, Palm Beach, Florida 33480.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The names and addresses of the initial Board of Directors are:

JOSEPH F. MCINERNEY
249 Royal Palm Way, Suite 303
Palm Beach, Florida 33480

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

JOSEPH F. MCINERNEY
249 Royal Palm Way, Suite 303
Palm Beach, Florida 33480

ARTICLE X

The Officers of the Corporation shall be:

JOSEPH F. MCINERNEY - PRESIDENT, VICE PRESIDENT,
SECRETARY AND TREASURER

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 194 day of September, 1995.


JOSEPH F. MCINERNEY

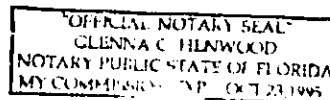
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, JOSEPH F. MCINERNEY, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes

therein expressed, this 19th day of September, 1995.

Glenna C. Henwood
GLENN C. HENWOOD
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:



PERSONALLY KNOWN ✓ OR PRODUCED IDENTIFICATION _____
TYPE OF IDENTIFICATION PRODUCED _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

[Signature]
H. BRYANT SIMS, ESQUIRE
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