



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

P960000001666

December 18, 1995

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

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-01/02/96--01118--012
*****70.00 *****70.00

RE: American Overseas Properties Inc.
P3423842AMSIM

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for American Overseas Properties Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

enc.

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96 JAN -2 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1-8-96
TB

ARTICLES OF INCORPORATION
OF
American Overseas Properties Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be American Overseas Properties Inc.

SECOND: The address of the initial registered office of the corporation is 201 N. Walnut St., Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 4279 Balmoral Way, Sarasota FL 34238.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:


Robert Simon 4279 Balmoral Way, Sarasota FL 34238
Susan Jane Simon 4279 Balmoral Way, Sarasota FL 34238

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 15th day of December, 1995.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of December, 1995 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

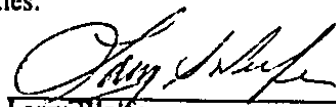
This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following
submitted:

First, this American Overseas Properties Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Sarasota, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, 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.


Larry Wolfe

December 15, 1995
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA