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ATTORNEY AT LAW**

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January 22, 1996

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

VIA: Federal Express

RE: **Articles of Incorporation and Certificate of Limited Partnership**

Dear Secretary of State:

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****122.50 ****122.50

Enclosed please find the following items for filing with your office:

1. Articles of Incorporation for Flagler One, Inc. and a check in the amount of \$122.50 representing the incorporation fee. Once filed, please return a certified copy.
2. Certificate of Limited Partnership of Flagler Waterview, Ltd., Affidavit of general partner, Acceptance of Appointment as Registered Agent and check in the amount of \$1,837.50 representing applicable fees as follows: filing fee \$1,750.00, \$52.50 certified copy, and \$35.00 registered agent.

Please forward the certified copies to:

James E. Jacoby, P.A.
1510 Latham Road
West Palm Beach, FL 33409

If you have any questions, please do not hesitate to contact me.

Sincerely,

DEJ

James E. Jacoby

dls
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

FLAGLER ONE, INC.

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **FLAGLER ONE, INC.**

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be ONE HUNDRED (100) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

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TALLAHASSEE, FLORIDA

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1540 Latham Road, West Palm Beach, Florida 33409, and the name of the initial registered agent of this corporation at that address is Daniel S. Catalfumo. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time but the number shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Daniel S. Catalfumo
1540 Latham Road
West Palm Beach, Florida 33409

ARTICLE VIII - INCORPORATOR

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

Daniel S. Catalfumo
1540 Latham Road
West Palm Beach, Florida 33409

ARTICLE IX - RIGHT OF ASSIGNMENT

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

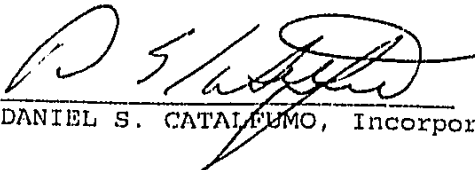
ARTICLE X - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE XI - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 17th day of January, 1996.


DANIEL S. CATALFUMO, Incorporator

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

I hereby certify that on this day personally came and appeared before me, the undersigned authority, DANIEL S. CATALFUMO, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.


Notary Public
State of Florida
My Comm. Exp: 09/09/98
Comm#: CC226512

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FLAGLER ONE, INC.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That **FLAGLER ONE, INC.**
desiring to organize indicated in the Articles of Incorporation at
1540 Latham Road, West Palm Beach, County of Palm Beach, State of
Florida has named Daniel S. Catalfumo who is located at 1540 Latham
Road, City of West Palm Beach, County of Palm Beach, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open
said office.

By


DANIEL S. CATALFUMO

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TALLAHASSEE, FLORIDA