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96 FEB 5 AM 9:39
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Premier Holmes Real Estate Corp.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- Alter 4:30
- Mail Out

RECEIVED
96 FEB 15 AM 11:37
DIVISION OF CORPORATION

EMPIRE Toll Free: 1-800-432-3028

CERTIFIED COPY

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

FEB 5 1996

ARTICLES OF INCORPORATION
OF
PREMIER HOLMES REAL ESTATE CORP.

FILED
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TALLAHASSEE
FLORIDA

ARTICLE I - NAME

The name of the corporation is Premier Holmes Real Estate Corp. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares the Corporation shall have the authority to issue is 7,500, all of which shall be Common Shares. The par value of each Common Share will be \$1.00. All Common Shares shall be the same in every respect, and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 12300 Alternate A1A, Suite 203, Palm Beach Gardens, FL 33410, and the mailing address of the Corporation is the same.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one. The

names and addresses of the initial directors of the Corporation are: Daniel T. Holmes, 304 Miramar Lane, Palm Beach Gardens, FL 33410; and Christopher K. Holmes, 10691 Hidden Lake Circle, Palm Beach Gardens, FL 33418.

ARTICLE VI - BYLAWS

The initial directors of the Corporation shall submit the proposed bylaws to the shareholders not more than thirty (30) days after the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the shareholders, the internal affairs of the Corporation shall be regulated and managed in accordance with the bylaws.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is: Daniel T. Holmes, 304 Miramar Lane, Palm Beach Gardens, FL 33410.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation is as follows: Daniel T. Holmes, 12300 Alternate A1A, Suite 203, Palm Beach Gardens, FL 33410.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 31st day of January, 1996.


Daniel T. Holmes, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this the
31st day of January, 1996 by Daniel T. Holmes, who is personally
known to me.

John W. Hewitt
Notary Public

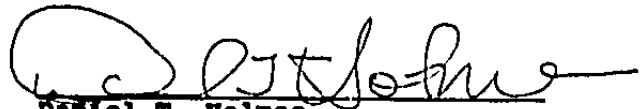


ACCEPTANCE BY REGISTERED AGENT

Premier Holmes Real Estate Corp. (the "Corporation") will have its principal office in Palm Beach County, Florida, and the Incorporator of the Corporation has named Daniel T. Holmes, 304 Miramar Lane, Palm Beach Gardens, FL 33410, as the agent to accept service of process within the state for the Corporation.

I hereby agree to accept service of process for **Premier Holmes Real Estate Corp.** at 12300 Alternate A1A, Suite 203, Palm Beach Gardens, FL 33410. I also agree to act in the capacity of registered agent for the Corporation, and I agree to comply with the applicable provisions of the Florida Statutes.

Dated this 31st day of January, 1996.



Daniel T. Holmes
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA