

MOORE & MENKHAUS, P.A.  
ATTORNEYS AT LAW

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(407) 303-0541

P96000019037

Secretary of State  
409 E. Gaines St.  
Tallahassee, Florida 32314  
Attn: Filing Dept.

300001738578  
-03/06/96--01015--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Delray Development Corp.

Gentlemen,

Enclosed and filed herewith are the original and one copy of the Articles of Incorporation for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed envelope provided.

Also enclosed is our check number 1379 in the amount of \$122.50 as the required fee for filing and certification.

Very truly yours,

MOORE & MENKHAUS, P.A.

By:

  
W. Rodgers Moore, Esquire

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WRM-4283

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WRM/dmc  
Enclosures

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0004  
00615  
00671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 26, 1996

W. RODGERS MOORE ESQUIRE  
4800 NO FEDERAL HIGHWAY STE 210-A  
BOCA RATON, FL 33431-5176

SUBJECT: DELRAY DEVELOPMENT CORP.  
Ref. Number: W96000004283

We have received your document for DELRAY DEVELOPMENT CORP. .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I  
hereby am familiar with and accept the duties and responsibilities as registered  
agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or  
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 796A00008298

*Returned  
Choc R*

ARTICLES OF INCORPORATION  
OF  
DELRAY DEVELOPMENT CORP.

ARTICLE I  
NAME

The name of this corporation is: Delray Development Corp.;  
the principal office address is 1100 Holland Drive, Boca Raton,  
Florida 33427.

ARTICLE II  
PURPOSE

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

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of  
common stock, par value shall be \$0.001 per share.

The common stock of the corporation shall have the  
following characteristics:

- (a) At all meetings of the stockholders, the voting common  
stockholders shall be entitled to cast one (1) vote for  
each share of common stock owned. That a voting common  
stockholder is interested in a matter to be voted upon  
shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting  
power for the election of the directors and for all other  
purposes shall be vested exclusively in the holders of  
the outstanding voting common stock.

RECEIVED  
FEB 23 1961  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

W. Rodgers Moore	7623 Sierra Terrace
	Boca Raton, FL 33433

**ARTICLE VII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

ARTICLE VIII  
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles is W. Rodgers Moore, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 25th day of May, 1995.

  
Subscriber and Registered Agent

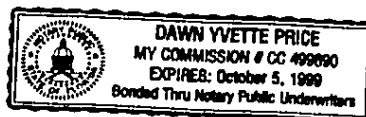
STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22 day of February, 1996 by W. Rodgers Moore, who is personally known to me or who has produced his Driver's License as identification and who did (did not) take an oath.

  
Notary Public

DAWN YVETTE PRICE  
(Print Name)

My Commission Expires:



Sirs\del.artinc

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Delray Development Corp.
2. The name and address of the registered agent and office is: W. RODGERS MOORE, ESQUIRE, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431-5176.

  
W. Rodgers Moore, Incorporator

Dated: 2.28, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 2.28, 1996.

  
W. Rodgers Moore  
Registered Agent