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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

1000 PALMER STREET

TALLAHASSEE, FL 32399

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FROM: PRIEST ENTERPRISES, INC.

1000 PALMER STREET

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MIAMI, FL 33136

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ARTICLES OF INCORPORATION
OF
PRIEST ENTERPRISES, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. - Name and Address
PRIEST ENTERPRISES, INC.
3425 Saddlebrook Lane
Ft. Lauderdale, Florida 33331

ARTICLE 2. - Duration/Effective Date

This Corporation shall have perpetual existence commencing the date of filing of these Articles of Incorporation.

ARTICLE 3. - Purpose

The general purposes for which the Corporation is organized are the following:

- A. To develop real estate.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Prepared by:
Michael L. Abrams, Esq. (Fla. Bar #171101)
Michael L. Abrams, P.A.
121 South 61 Terrace
Hollywood, Florida 33023
(954) 961-5600; (305) 621-5600

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ARTICLE 4. - Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 600 shares of capital stock. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share.

ARTICLE 5. - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is:

3425 Saddlebrook Lane
Ft. Lauderdale, Florida 33331

and the name of the initial registered agent at that Corporation at that address is Paul B. Priest.

ARTICLE 6. - Initial Board of Directors

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation is as follows:

NAME

ADDRESS

Paul B. Priest

3425 Saddlebrook Lane
Ft. Lauderdale, Florida 33331

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ARTICLE 7. - Incorporators

The names and addresses of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul B. Priest	3425 Saddlebrook Lane Ft. Lauderdale, Florida 33331

ARTICLE 8. - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. - Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE 10. - Preemptive Rights

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

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B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 11. - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

ARTICLE 12. - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE 13. - Management of Corporation by Directors

All Corporate powers shall be exercised by or under the

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authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE 14. - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE 15. - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE 16. - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

ARTICLE 17. - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE 18. - Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

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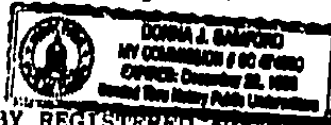
IN WITNESS WHEREOF, the undersigned have signed these
Articles of Incorporation on this 1 day of MARCH, 1996.

Paul B. Priest
Paul B. Priest

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this
1 day of MARCH, 1996, by Paul B. Priest, who is
personally known to me or who have produced Drivers Licenses or
P623-691-48-231-0 as identification and who did take
an oath as the persons described in and who executed the
foregoing Articles of Incorporation of **PRIEST ENTERPRISES, INC.**,
and who acknowledge to and before me that they executed said
instrument for the purposes therein expressed.

Donna J. Bamford
Notary Public, State of Florida
My Comm. expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of **PRIEST ENTERPRISES, INC.**, which is contained in the
foregoing Articles of Incorporation of **PRIEST ENTERPRISES, INC.**

DATED this 1 day of MARCH, 1996.

Paul B. Priest
Paul B. Priest
Registered Agent

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TALLAHASSEE, FLORIDA

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