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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

ACCOUNT NO. 07210000003
REFERENCE Patricia Leggett
894930 8948A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 25, 1996

ORDER TIME : 3:16 PM

ORDER NO. : 894930

100001758831

CUSTOMER NO: 8948A

CUSTOMER: Karen Block, Legal Assistant
JAMES L. CASE, ESQ

Suite 102
2810 East Oakland Park Blvd.
Ft. Lauderdale, FL 33306

DOMESTIC FILING

NAME: A & M REALTY & PROPERTY
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W. Leggett

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

A & M REALTY & PROPERTY MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A & M REALTY & PROPERTY MANAGEMENT, INC.

The address of the principal office of this corporation shall be 218 Commercial Boulevard, # 101 East, Lauderdale By The Sea, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Annette Morrissey Dir.	218 Commercial Boulevard, # 101 East, Lauderdale By The Sea, Florida 33308
Margot Maitland Dir.	218 Commercial Boulevard, # 101 East, Lauderdale By The Sea, Florida 33308

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Annette Morrissey Pres.	218 Commercial Boulevard, # 101 East, Lauderdale By The Sea, Florida 33308
Margot Maitland V.Pres./Sec./Treas.	218 Commercial Boulevard, # 101 East, Lauderdale By The Sea, Florida 33308

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on March 26, 1996.

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TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

HBD/dwl

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NAME: A & M REALTY & PROPERTY MANAGEMENT, INC. AUDIT NUMBER.....H97000015203
DOC TYPE.....BASIC AMENDMENT CERT. OF STATUS..0 PAGES.....
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF


A&M REALTY & PROPERTY MANAGEMENT, INC.


1. The name of the Corporation is A & M REALTY & PROPERTY MANAGEMENT, INC.

2. Article One (1) of the Articles of Incorporation of the Corporation is hereby amended to change the name of the Corporation to A.M. REALTY BUY-THE-SEA INC.


3. The foregoing Amendment was adopted by the Directors, Shareholders and Officers of the Corporation on the 4th day of September, 1997.

IN WITNESS WHEREOF, the undersigned Sole Director, Sole Shareholder and President and Secretary of the Corporation have executed these Articles of Amendment this 4th day of September, 1997.


ANNETTE MORRISSEY - SOLE SHAREHOLDER


ANNETTE MORRISSEY - SOLE DIRECTOR

A&M REALTY & PROPERTY MANAGEMENT, INC.

BY: 
ANNETTE MORRISSEY, PRESIDENT/SECRETARY

Prepared By:

BURTON H. MARS, ESQ.
ONE E. BROWARD BLVD.
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