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STATE OF FLORIDA
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CONTACT: RAY B. MONT
PHONE: (305) 541-3884
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VILLA MEDICI PROPERTIES, INC.

FAX AUDIT NUMBER: H90000008271

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/12/1990

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**ARTICLES OF INCORPORATION
OF
VILLA MEDICI PROPERTIES, INC.**

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

ARTICLE I - NAME

The name of this corporation is VILLA MEDICI PROPERTIES, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of VILLA MEDICI PROPERTIES, INC. is c/o Miller, Canfield, Paddock & Stone, 135 East 57th Street, New York, NY 10022.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(407) 966-6211
Fla. Bar No. 133803

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is KIRK GRANTHAM, 1860 Forest Hill Blvd., Suite 105, West Palm Beach, FL 33406.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Henry d'Abo

c/o Miller, Canfield, Paddock & Stone
135 East 57th Street
New York, NY 10022

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Henry d'Abo

c/o Miller, Canfield, Paddock & Stone
135 East 57th Street
New York, NY 10022

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 12th day of June, 1996.


HENRY d'ABO

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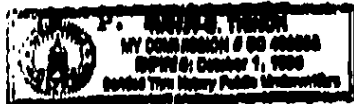
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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th
day of June, 1996 by HENRY d'AMICO who is personally known to me or
who produced FL. DRIVER'S LICENSE as identification.



Henry d'Amico
Notary Public, State of Florida

Print or stamp name of notary public, commission
number and date of expiration

ngtville.art

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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

VILLA MEDICI PROPERTIES, INC. hereby appoints KIRK GRANTHAM to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


KIRK GRANTHAM

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