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Selman & Claire

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FILED
96 JUL 10 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

July 9, 1996

FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800001889648
-07/10/96--01061--008
****122.50 ****122.50

Re: Articles of Incorporation
Palm Point, Inc.

Dear Sir/madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/cg
Enclosures/chk.

**ARTICLES OF INCORPORATION
OF**

PALM POINT, INC.

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

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**PALM POINT, INC.
2499 GLADES ROAD, SUITE 206
BOCA RATON, FLORIDA 33431**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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TALLAHASSEE, FLORIDA**

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 2499 Glades Road, Suite 206, Boca Raton, Florida 33431 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

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 By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Elliot Koolik, Director

2499 Glades Road
Boca Raton, Florida 33431

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Elliot Koolik, President

2499 Glades Road
Boca Raton, Florida 33431

Elliot Koolik, Vice President,
Secretary/Treasurer

2499 Glades Road
Boca Raton, Florida 33431

ARTICLE VII

INCORPORATORS

The name and address of each Incorporator is as follows:

Susan Koolik

2499 Glades Road
Boca Raton, Florida 33431

ARTICLE IX

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.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 9 day of July, 1996.

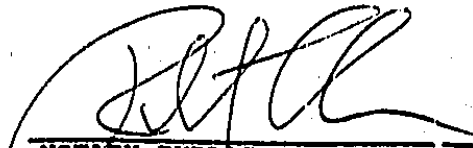

Susan Koolik

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Susan Koolik to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of July, 1996.



NOTARY PUBLIC
State of Florida

My Commission expires:

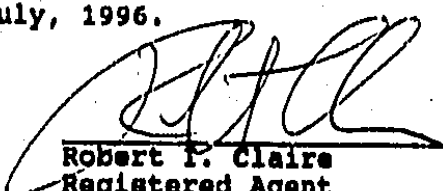


ROBERT CLAIRE
My Commission CC267566
Expires Mar 27, 1997
Huckleberry Associates Inc
800-422-1558

ACCEPTANCE BY REGISTERED AGENT

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

DATED this 9th day of July, 1996.


Robert P. Claire
Registered Agent

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96 JUL 10 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA