

ROBERTSON & COMPANY

PROFESSIONAL ASSOCIATION
CERTIFIED PUBLIC ACCOUNTANTS

Members
American Institute of
Certified Public Accountants

1100 PARK CENTRAL BLVD. SOUTH - SUITE 1700
POMPANO BEACH, FLORIDA 33064
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Members
Florida Institute of
Certified Public Accountants

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July 26, 1996

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madame,

Enclosed please find check #5737 in the amount of \$122.50 to cover incorporation costs for "Magnolia Veranda, Inc." Also enclosed are two originals of Articles of Incorporation which have been executed and notarized.

Should you have any questions or require any other information to process these enclosures, please feel free to contact me at the above address or telephone number.

Very truly yours,

Karen W. Robertson

Karen W. Robertson

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96 JUL 31 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAGNOLIA VERANDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, pursuant to the laws of the State of Florida, do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be Magnolia Veranda, Inc.

ARTICLE II

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

ARTICLE III

1. The number of shares of authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock with a nominal par value of One Dollar (\$1.00) each.

2. The capital stock may be paid for in property, labor, services or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The term for this corporation shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be at 1100 Park Central Boulevard South, Suite 1700, Pompano Beach, Florida 33064. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time move the principal office to any other address in Florida.

ARTICLE VII

The corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and until his/her earlier resignation, or removal from office, or death. The number of Directors may be either increased or decreased from time to time, in accordance with the By-Laws of the Corporation. The name of the initial Director is:

KAREN W. ROBERTSON	1100 PARK CENTRAL BOULEVARD SOUTH SUITE 1700 POMPANO BEACH, FLORIDA 33064
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ARTICLE VIII

The name and street address and the number of shares subscribed to by the initial subscriber thereto, who is to conduct the business of the corporation until those elected at the organizational meeting is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
KAREN W. ROBERTSON	1100 PARK CENTRAL BOULEVARD SOUTH SUITE 1700 POMPANO BEACH, FLORIDA 33064	500

ARTICLE IX

The initial registered office shall be at 1100 Park Central Boulevard South, Suite 1700, Pompano Beach, Florida 33064, and the initial registered agent at the same address shall be Karen W. Robertson.

ARTICLE X

1. When the stockholders so determine, any increase of the common stock shall be first offered pro-rata to the common stockholders who may desire to subscribe for such stock in relation to their present holdings.
2. Every amendment shall be approved by the stockholders at a stockholders meeting by fifty-one (51%) percent of the stock entitled to vote thereon.
3. Any meeting of the stockholders may be held within or without the State of Florida.
4. Officers of this corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his/her hand and seal,
and caused these Articles of Incorporation to be executed this 26th day of July,
1996.

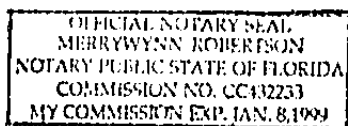
Karen W. Robertson
KAREN W. ROBERTSON

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared KAREN W. ROBERTSON,
to me well known and known to me to be the person who executed the foregoing Articles of
Incorporation and he/she has acknowledged to and before me that she has executed the said instrument
for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Pompano
Beach, Broward County, Florida this 26th day of July, 1996.



Merrywynn Robertson
NOTARY PUBLIC State of Florida at Large

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RECEIVED STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED ON THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.


KAREN W. ROBERTSON