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KIRKPATRICK & LOCKHART LLP

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JAN BL. BLANCK
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August 20, 1996

Secretary of State of Florida
Corporations Division
P O Box 6327
Tallahassee, Florida 32301

300001929733
-08/22/96--01061--017
****122.50 ****122.50

Re: Palm Construction Management, Inc.

Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared for Palm Construction Management, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

EFFECTIVE DATE

8-16-96

Total \$ 122.50

Please note that the commencement date of the Corporation is designated as August 16, 1996. Please return the certified copy of the articles to me. Thank you for your cooperation with this matter.

AUG 26 1996 BSB

Sincerely,



Jan Blanck,
Lawyer's Assistant to
Gary M. Carman

cc: Gary M. Carman, Esq.

M11-107393.1

ARTICLES OF INCORPORATION
OF
PALM CONSTRUCTION MANAGEMENT, INC.

FILED
96 AUG 22 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **PALM CONSTRUCTION MANAGEMENT, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE
8-16-96

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **PALM CONSTRUCTION MANAGEMENT, INC.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on August ~~16~~¹⁶, 1996.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Gary M. Carman.


ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Gary M. Carman	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of August, 1996.



Gary M. Carman,
Incorporator

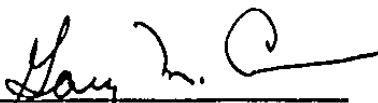
CERTIFICATE OF REGISTERED AGENT

OF

PALM CONSTRUCTION MANAGEMENT, INC.

Having been named to accept service of process for PALM CONSTRUCTION MANAGEMENT, INC., at the place designated in the foregoing Articles of Incorporation, Gary M. Carman agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: August 16, 1996



Gary M. Carman

FILED
96 AUG 22 AM 8:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE