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LAW OFFICES OF
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RICHARD L. FRIEDMAN
FIRM TOTAL ATTORNEYS

OF COUNSEL
COHEN, CHERNAY, NORRIS,
WEINBERGER & HARRIS
P.A.

September 9, 1996

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

500001847545
-09/16/96--01021--006
****122.50 ****122.50

Re: Clematis Street Market Place, Inc.

Dear Madam/Sir:

Enclosed are the Articles of Incorporation for the above-referenced and our firm check in the amount of \$122.50 representing the filing fees.

Thank you for your time and consideration in this matter.

Very truly yours,

RICHARD S. RACHLIN, P.A.



JoAnn Govatos, Paralegal

/jag
Enclosures

9/16/96

ARTICLES OF INCORPORATION

OF

CLEMATIS STREET MARKET PLACE, 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:

CLEMATIS STREET MARKET PLACE, INC.

The address of the principal office of this corporation shall be 525 South Flagler Drive, Suite 400, West Palm Beach, Florida 33401, 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 of 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 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 525 South Flagler Drive, Suite 400, West Palm Beach,

Florida, and the name of the registered agent at that address is Courtney Lee Haas.

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:

Courtney Lee Haas	525 S. Flagler Drive, Ste. 400 West Palm Beach, Florida 33401
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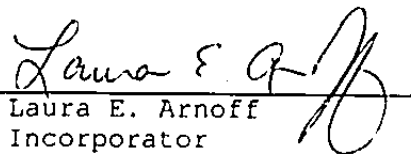
Fred Yorloff, Jr.	525 S. Flagler Drive, Ste. 400 West Palm Beach, Florida 33401
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ARTICLE VII - NAME OF INCORPORATOR

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

Laura E. Arnoff, Esquire
712 U.S. Highway One, Ste. 400
North Palm Beach, Florida 33408

The undersigned incorporator has executed these Articles of Incorporation on SEPTEMBER 5th, 1996.



Laura E. Arnoff
Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Courtney Lee Haas, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CLEMATIS STREET MARKET PLACE, INC.

Courtney Lee Haas is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY:

Courtney Haas
COURTNEY LEE HAAS

FILED

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