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December 23, 1996

ALAN I. ARMOUR II
CRAIG S. BARNETT
GARY N. GERSON
HERBERT L. GILDAN
PHILLIP C. GILDAN
ELAINE JOHNSON JAMES
JEFFREY B. KAHN
SUSAN FLEISCHNER KORNSPAN

DOMENICK R. LIOCE
JOHN M. MCDIVITT
NATHAN E. NASON
MARK A. PACHMAN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

VIA FEDERAL EXPRESS

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32301

Re: BRYD'S NEST CORP.

I, [Signature] Corp.

700002037457--8
-12/24/96--01149--003
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith is an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

The original is to be filed in your office and the copy certified and returned to my attention using the enclosed stamped, self-addressed envelope.

Thank you for your cooperation in this matter.

Georgina Popham
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *(Name)*
DATE *12/30/96*
LOS. EXAM *135B*

Very truly yours,

NASON, GILDAN, YEAGER, GERSON &
WHITE, P.A.

Georgina J. Popham
Legal Assistant

FILED
96 DEC 24 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/23/96

Enclosures: Check
Articles in duplicate

cc: Alan I. Armour II, Esq.

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ARTICLES OF INCORPORATION

OF

BRYD'S NEST I, CORP.

FILED

96 DEC 24 AM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE
12/23/96

NAME

The name of this Corporation shall be:

Bryd's Nest I, Corp.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

17545 Southeast Conch Bar Road
Tequesta, Florida 33469

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Alan I. Armour

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Alan I. Armour II	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The name and address of the individual who is to serve as the initial director of this Corporation are:

Name

Alfred T. Eldredge III

Street Address

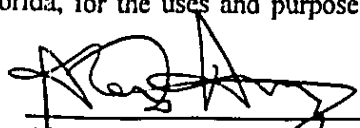
17545 Southeast Conch Bar Road
Tequesta, Florida 33469

ARTICLE VIII

BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be December 23, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of December, 1996.



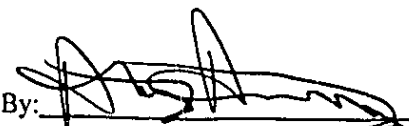
Alan I. Armour II, Incorporator

DESIGNATION AND ACCEPTANCE

OF


REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 30, Florida Statutes, Bryd's Nest I, Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Alan I. Armour II located thereat as its registered agent to accept service of process within this State.

By: 

Alan I. Armour II, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Alan I. Armour, Registered Agent

FILED
96 DEC 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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