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GENERAL PRACTICE
CRIMINAL LAW
FAMILY LAW

PLEASE REPLY TO:
330 CLEMATIS STREET, 217
WEST PALM BEACH, FL 33401

January 10, 1997

Corporate Records Branch
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/17/97--01061--013
****122.50 ****122.50

Dear Sir or Madam,

Please find enclosed an original and one copy of the Articles of Incorporation of MEDALLION COMMUNITIES, INC. You will also find enclosed a check in the amount of ONE HUNDRED TWENTY-TWO & 50/100 DOLLARS (\$122.50) to cover the filing of the corporation, designation of registered agent and furnishing a certified copy of the Articles after filing to this office.

Please mail the certified copy of the Articles of Incorporation to:

Brian McDonnell, Esquire at the above address.

Sincerely,

Marjorie E. Phillips
Marjorie E. Phillips
Legal Assistant to
Brian M. McDonnell

Enc. 3

FILED
97 JAN 15 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-16-97

ARTICLES OF INCORPORATION
OF
MEDALLION COMMUNITIES, INC.

FILED
97 JAN 15 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida General Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is **Medallion Communities, Inc.**
2. The Corporation shall have perpetual existence.
3. The general purpose or purposes for which the Corporation is initially organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
4. The aggregate number of shares which the Corporation shall have authority to issue is **ONE HUNDRED** shares of **ONE HUNDRED** Dollars (\$100.00) par value common stock, all of one class. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.
5. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The number of directors constituting the initial Board of Directors shall be one (1).
6. The name and address of the person serving as Director until the first meeting of shareholders or until the successor shall be elected and qualified is:

CHRISTOPHER J. O'BRIEN
3450 NORTHLAKE BOULEVARD, SUITE 211
LAKE PARK, FLORIDA 33403

7. The name and address of the Incorporator is:

CHRISTOPHER J. O'BRIEN
3450 NORTHLAKE BOULEVARD, SUITE 211
LAKE PARK, FLORIDA 33403

8. The principal office of the corporation and its mailing address are:

3450 NORTHLAKE BOULEVARD, SUITE 211
LAKE PARK, FLORIDA 33403

9. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations. These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

10. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

11. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

12. The address of the initial registered office of the corporation is:

3450 NORTHLAKE BOULEVARD, SUITE 211
LAKE PARK, FLORIDA 33403

13. The registered agent at that address is:

CHRISTOPHER J. O'BRIEN

IN WITNESS WHEREOF, the undersigned have this 2nd day of January, 1997,
made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

A handwritten signature in black ink, appearing to read "Chris O'Brien", is written over a horizontal line.

Christopher J. O'Brien, Incorporator

FILED

97 JAN 15 PM 2:02

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as registered agent of the aforesaid corporation. Said agent is familiar with and accepts the obligations of Section 607.325 of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Christopher J. O'Brien, Registered Agent

STATE OF FLORIDA,

COUNTY OF PALM BEACH:

BEFORE ME, the undersigned, a Notary Public, personally appeared Christopher J. O'Brien, who identified himself to me by his Florida Driver's license number 0165-110-47-323-0 being the Incorporator named in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.



Notary Public

1/2/97
Date

My commission expires: 5-14-99

[SEAL]

