

P97000013983

EUGENE A. CONTI
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P. O. BOX 577
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January 17, 1997

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

600002066326--0
-01/23/97--01072--003
*****70.00 *****70.00

Atten: New Filings Section

600002066326--0
-02/14/97--01056--004
*****8.75 *****8.75

Re: Phoenix Realty, Inc.

Dear Filing Clerk,

Enclosed please find two originals of Articles of Incorporation of the above referred corporation, together with a check in the amount of \$70.00 for filing fees.

Kindly return the filed Articles together with your information letter to the above office at your earliest convenience.

Sincerely yours,


Eugene A. Conti, Esquire

W97-2142

FILED
97 FEB 13 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conflict T10564

B. REGISTERED FFR 13 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

EUGENE A. CONTI
P.O. BOX 577
LAKE WORTH, FL 33460-0577

SUBJECT: PHOENIX REALTY, INC.
Ref. Number: W97000002142

We have received your document for PHOENIX REALTY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 897A00004554

EUGENE A. CONTI
Attorney at Law
P.O. Box 577
Lake Worth, Florida 33460
561-540-4661

February 5, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn.: Agnes Lunt

RE: Letter Number: 897A00004554

Dear Ms. Lunt,

Enclosed please find 2 original copies of Articles of Incorporation of SAPPHIRE REALTY, INC.
In substitution of PHOENIX REALTY, INC. I am enclosing your letter , dated January 29, 1997.

Please find enclosed an additional \$8.75 for a Certificate of Incorporation. Thank you for your
prompt attention to this matter.

Sincerely,

E. Conti, A.W.

Eugene A. Conti

EAC:rw

Enc.

FILED

97 FEB 13 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAPPHIRE REALTY, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SAPPHIRE REALTY, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or 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 One Thousand (1,000) shares of common stock each having a par value of \$.50 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 504 Lucerne Avenue, Lake Worth, Florida 33460, and the name of the initial Registered Agent for the corporation at that address is EUGENE A. CONTI.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in officer or not, for the reasonable cost and expenses incurred by her/him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against her/him by reason of her/his being or having been director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a partner or parties to, or may be interested in such transaction, contract or act, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which she/he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without any regard to the fact that she/he is also director of such subsidiary or corporation.

ARTICLE IX - DIRECTORS AND OFFICERS

This corporation shall have a minimum of one (1) director and one officer. The initial Board of Directors and officers shall consist of:

NAME	ADDRESS
RENATE WILDE, Director, President, Secretary and Treasurer	2135 Lynx Place Loxahatchee, Florida 33470

ARTICLE X - INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that she (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME: RENATE WILDE
ADDRESS: 2135 LYNX PLACE
LOXAHATCHEE, FLORIDA 33470
SHARES: 1,000
CONSIDERATION: FIVE HUNDRED (\$500.00) DOLLARS

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal
this 16th day of January, 1997.

Renate Wilde
Renate Wilde

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me, by
Renate Wilde, who is well known to me, or has produced _____ as identification,
this 16th day of January, 1997.

Wanita M. Detoma
Notary Public
State of Florida



WANITA M. DETOMA
My Comm Exp. 12/26/2000
Bonded By Service Ins
No. CC610206
() Personally Known () Other I.D.

DESIGNATION OF AND ACCEPTANCE BY
REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. **SAPPHIRE REALTY, INC.**, a corporation organized under the laws of the State of Florida, with its principal office located at 504 Lucerne Ave., Lake Worth, FL 33460, has named Eugene A. Conti whose address is 504 Lucerne Ave., Lake Worth, FL 33460, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Eugene A. Conti

FILED
97 FEB 13 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

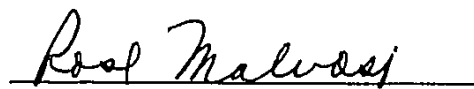
BEFORE ME, the undersigned authority, this day personally appeared Eugene A. Conti to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that (s)he has executed the same for the purpose expressed herein.

WITNESS my hand and official seal this 16 day of January, 1997.

(Seal)



ROSE MALVASI
My Commission CC424906
Expires Dec. 08, 1998
Bonded by ANB
800-682-5878


Notary Public
State of Florida