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February 12, 1997

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

Re: Articles of Incorporation

700002090637--9

-02/18/97--01064--008

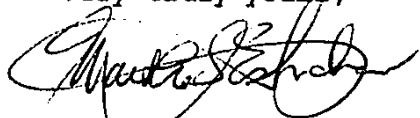
*****78.85 *****78.85

Gentlemen:

Enclosed please find the Articles of Incorporation for the following corporation, WOODBINE REALTY, REAL ESTATE RESALES & RENTALS, INC., together with the Statement of Acceptance as Registered Agent and an extra copy for stamping and return. Also enclosed is my check in the amount of \$78.85 for the filing fees and for a Certificate in Good Standing. If there is anything further you require, please advise.

Your prompt attention is appreciated.

Very truly yours,



MARTHA S. ESKUCHEN
Attorney at Law

MSE/rh

Enclosures

FILED
97 FEB 17 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGIST. FEB 17 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

WOODBINE REALTY, REAL ESTATE RESALES & RENTALS, 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:

WOODBINE REALTY, REAL ESTATE RESALES & RENTALS, INC.

The principal place of business of this corporation shall be 161 SANDPINE DRIVE, JUPITER, FL 33477, Florida.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 161 SANDPINE DRIVE, JUPITER, FL 33477, and the name of the initial registered agent of the corporation at that address is ALBERT V. TOOMEY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one Director, initially. The name and address of the Director is:

ALBERT V. TOOMEY
161 SANDPINE DRIVE
JUPITER, FL 33477

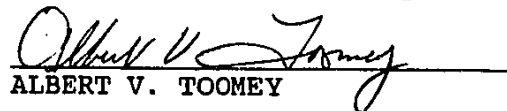
ARTICLE VIII. INCORPORATOR

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

ALBERT V. TOOMEY
161 SANDPINE DRIVE
JUPITER, FL 33477

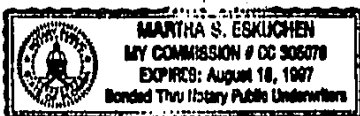
IN WITNESS WHEREOF, the undersigned, ALBERT V. TOOMEY, has hereto set his hand and seal on this 12th day of February, 1997.

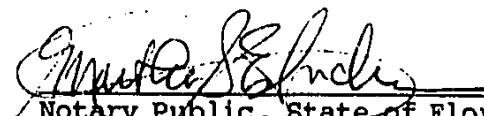
By:


ALBERT V. TOOMEY

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 12th day of February, 1997 by ALBERT V. TOOMEY, who is known to me to be the person in and who has executed the foregoing instrument and who has produced a Florida Driver's License as identification and who has/has not taken an oath.




Notary Public, State of Florida
Martha S. Eskuchen
Commission No. and Expiration:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF ACCEPTANCE AS REGISTERED AGENT

In pursuance of Chapter 607. of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that , WOODBINE REALTY, REAL ESTATE RESALES & RENTALS, INC., a Florida corporation with its principal office at 161 SANDPINE DRIVE, JUPITER, FL 33477 has appointed ALBERT V. TOOMEY, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated: February 12, 1997

By: Albert V. Toomey
ALBERT V. TOOMEY
Registered Agent