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

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1645 PALM BEACH LAKES BOULEVARD
SUITE 1200
WEST PALM BEACH, FLORIDA 33401

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

TELEPHONE (561) 686-3307
TELEFAX (561) 686-5442
February 18, 1997

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

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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-02/20/97--01058--019
***122.50 ***122.50

Re: COMAC NPB, INC.

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

FILED
7 FEB 24 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Very truly yours,

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

Coral R. St. Pierre
Coral R. St. Pierre, Secretary to
John White II, Esq.

Enclosures: Check
Articles in duplicate
cc: John White II, Esq.

W97-4134

3/3/97
TB

ARTICLES OF INCORPORATION
OF

COMAC NORTH PALM, INC.

FILED
17 FEB 24 AM 11:04
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

NAME

The name of this Corporation shall be:

COMAC NORTH PALM, INC.

ARTICLE II

ADDRESS

The principal office address of the corporation is:

3300 PGA Boulevard
Suite 620
Palm Beach Gardens, FL 33410

ARTICLE III

AUTHORIZED SHARES

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

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, FL 33401

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

John White II

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, which shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-laws.

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>
John White II	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, FL 33401

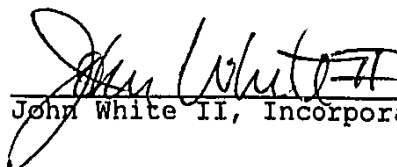
ARTICLE VII

DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Peter V. Cowie	3300 PGA Boulevard Suite 620 Palm Beach Gardens, FL 33410
Robert A. McIntosh	3300 PGA Boulevard Suite 620 Palm Beach Gardens, FL 33410

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 18th day of February, 1997.



John White II, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

FILED
17 FEB 24 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ComacNorth Palm, Inc 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 John White II located thereat as its registered agent to accept service of process within this State.

By: John White II
John White 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: John White II
John White II, Registered Agent

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