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TBFB9X97 FLORIDA DIVISION OF CORPORATIONS
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((H97000003617 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: PREFERRED POOLS, INC. AUDIT NUMBER.....H97000003617 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

ARTICLE I. - NAME

The name of this corporation is Preferred Pools, Inc.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3514 Lakeview Boulevard
Delray Beach, Florida 33445

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4400 North Federal Highway, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at the address is Philip M. Roman, P.A., a Florida corporation.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until the earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation.

The names and address of the initial Director is:

Daniel A. Rich
3514 Lakeview Boulevard
Delray Beach, Florida 33445

LAW OFFICES OF PHILIP M. ROMAN, P.A.
4400 NORTH FEDERAL HIGHWAY, SUITE 210
BOCA RATON, FLORIDA 33431
FLORIDA BAR #847364
954-564-9515

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ARTICLE VII. - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Philip M. Roman
Philip M. Roman, P.A., a Florida Corporation
4400 North Federal Highway
Suite 210
Boca Raton, Florida 33431

ARTICLE VIII. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X. - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 27, 1997

Philip M. Roman, P.A.
by Philip M. Roman, President


Incorporator

LAW OFFICES OF PHILIP M. ROMAN, P.A.
4400 NORTH FEDERAL HIGHWAY, SUITE 210
BOCA RATON, FLORIDA 33431

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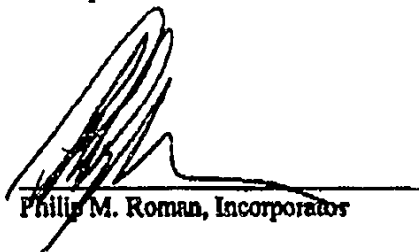
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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida, Statutes, the following is submitted:

First that Preferred Pools, Inc., desiring to organize or qualify under the laws of the State of Florida, has named the Law Offices of Philip M. Roman, a Florida Corporation, located at 4400 N. Federal Highway, Boca Raton, Florida 33431, to accept service of process within Florida.

Dated: February 27, 1997



Philip M. Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 27, 1997



Law Offices of Philip M. Roman, P.A.
by Philip M. Roman, President

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LAW OFFICES OF PHILIP M. ROMAN, P.A.
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