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ACCOUNT NO. : 072100000032

REFERENCE : 303990 7126142

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70

ORDER DATE : March 21, 1997

ORDER TIME : 4:47 PM

ORDER NO. : 303990-005

CUSTOMER NO: 7126142

900002121149--6

CUSTOMER: Nannette Gammon, Esq  
NANNETTE GAMMON, ESQ

Suite 1100  
1555 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: BLUE GREEN  
ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*Dmc 3/24/97*

FILED  
97 MAR 24 PM 4:08  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION  
97 MAR 24 AM 8:46

ARTICLES OF INCORPORATION  
OF  
BLUE GREEN ENTERPRISES, INC.

FILED  
97 MAR 24 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is BLUE GREEN ENTERPRISES, INC.  
which will have offices at 1555 Palm Beach Lakes Blvd., Suite 1100,  
West Palm Beach, Florida 33401.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting  
any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00  
par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1100, West  
Palm Beach, Florida 33401, and the name of the initial registered  
agent of this Corporation at that address is Nannette Gammon.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws providing there shall always be at least one director. The name and address of the director(s) of this Corporation is:

Nannette Gammon	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, Florida 33401
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Ron Cooper	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, Florida 33401
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**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator hereof is:

Nannette Gammon	1555 Palm Beach Lakes Blvd. Suite 1100 West Palm Beach, FL 33401
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**ARTICLE VIII**

**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and all other corporate powers available by law.

**ARTICLE IX**

**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone and may

lawfully adopt corporate resolutions by unanimous written consent of the Directors, as provided by law.

#### ARTICLE X

##### INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.


#### ARTICLE XI

##### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon shareholders is and shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17<sup>th</sup> day of March, 1997.


  
Nannette Gammon

STATE OF FLORIDA

COUNTY OF PALM BEACH


BEFORE ME, the undersigned authority, personally appeared Nannette Gammon,        personally known to me or        who produced        as identification and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 18<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC OFFICIAL NOTARY SEAL  
JANE L. FOGEL  
My Commission        NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC389978  
MY COMMISSION EXP. AUG. 16, 1998

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 48.091. FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BLUE GREEN ENTERPRISES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED NANNETTE GAMMON, LOCATED AT 1555 PALM BEACH LAKES BLVD., SUITE 1100, WEST PALM BEACH, FLORIDA 33401, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
Nannette Gammon  
President (Corporate Officer)

Dated: March 17, 1997

FILED

ACKNOWLEDGMENT OF RESIDENT AGENT

97 MAR 24 PM 4:08

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Nannette Gammon

Dated: March 17, 1997

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Nannette Gammon, III, 1 personally known to me or        who produced   , as identification, and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 18<sup>th</sup> day of March, 1997.

  
NOTARY PUBLIC  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JANEL FOGEL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC389978  
MY COMMISSION EXP. AUG. 16, 1998