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ROBERT BRODY
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STEVEN L. WING

April 2, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fla. 32399

Re: Palmco, Inc.

Gentlemen:

Enclosed is an original and two copies of the articles of incorporation anent subject. Please file same and return a copy to my office. Our check in the amount of \$122.50 is enclosed for same.

If you have any questions, please feel free to contact me.

Very truly yours,

RICHARD S. COHEN

*Richard Cohen
is aware of P97-22125
& still wants to proceed
with this filing.
BR 4/7/97
W97-7969*

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04/03/97--01109--008
***122.50 ***122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 12:50

PALM BEACH GARDENS OFFICE
ADMIRALTY BUILDING - SUITE 700
4100 POA BOULEVARD
(561) 627-4100

WELLINGTON/ROYAL PALM BEACH OFFICE
EWING BUILDING - SUITE H
11308 OKEECHOBEE BOULEVARD
(561) 763-7500

ARTICLES OF INCORPORATION
OF
PALMCO INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 12:50

ARTICLE I - CORPORATE NAME:

The name of the corporation is Palmco International, Inc.

ARTICLE II - NATURE OF BUSINESS AND POWERS:

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE:

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - INITIAL PRINCIPAL OFFICE:

The initial principal address of this corporation in the State of Florida shall be: 424 Palm St., W. Palm Beach, Fla. 33401.

ARTICLE VI - BOARD OF DIRECTORS:

This corporation shall have one (1) director. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders but there shall never be less than one (1) director.

ARTICLE VII - INITIAL DIRECTOR:

The name and address of the initial director of this corporation is: Mr. Harris Hollin, 150 N. Ocean Blvd., Palm Beach, Fla. 33480.

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATION:

The name and address of the incorporator signing these articles of incorporation is: Mr. Harris Hollin, 150 N. Ocean Blvd., Palm Beach, Fla. 33480.

ARTICLE IX - AMENDMENT:

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X - REGISTERED AGENT:

That Palmco International, Inc. desiring to organize under the laws of the State of Florida, hereby names, Richard S. Cohen, Esq., 1601 Forum Place, Suite 404, W. Palm Beach, Fla., 33401, as its registered agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the corporation named herein, at the place designated in Article X of the articles of incorporation above, the undersigned hereby agrees to act in this capacity for the corporation.

Richard S. Cohen
RICHARD S. COHEN

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing articles of incorporation.

Harris Hollin
HARRIS HOLLIN

STATE OF FLORIDA)

ss:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of April, 1997, by Harris Hollin, who is personally known to me and who executed the foregoing articles of incorporation.

My Commission Expires:

Veronica R. Baracko
(Signature of Notary)

(Print Name of Notary)

Commission No. _____

