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ACCOUNT NO. : 072100000032

REFERENCE : 337196 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 21, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 337196-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Luanne M. Falkinburg
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

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-04/21/97--01031--024
****122.50 ****122.50

DOMESTIC FILING

NAME: BOURKE & MATTHEWS
MANAGEMENT CO. OF FLORIDA, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 APR 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 APR 21 AM 10:46
DIVISION OF CORPORATION

Dmc
4/21/97

**ARTICLES OF INCORPORATION
OF
BOURKE & MATTHEWS
MANAGEMENT CO. OF FLORIDA, INC.**

FILED
97 APR 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Bourke & Matthews Management Co. of Florida, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Martin V. Katz.

ARTICLE VIII

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial directors of this Corporation are as follows:

Frederic Bourke

625 N. Flagler Drive, 9th Floor
West Palm Beach, FL 33401

Harvey B. Matthews

625 N. Flagler Drive, 9th Floor
West Palm Beach, FL 33401.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification


The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Harvey B. Matthews, 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of April, 1997.


HARVEY B. MATTHEWS, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

APR 21 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT BOURKE & MATTHEWS MANAGEMENT CO. OF FLORIDA, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 625 N. FLAGLER DRIVE, 9TH
FLOOR, WEST PALM BEACH, FLORIDA 33401 HAS NAMED MARTIN V. KATZ
LOCATED AT 625 N. FLAGLER DRIVE, 9TH FLOOR, WEST PALM BEACH, FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


HARVEY B. MATTHEWS, Incorporator

4/16/97

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0509, FLORIDA STATUTES.


MARTIN V. KATZ, Registered Agent

4/16/97

(Date)