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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PARTNERS INVESTMENT REALTY, INC.
AUDIT NUMBER.....H97000006672
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION OF

Partners Investment Realty, Inc.

ARTICLE I - NAME

The name of the corporation is Partners Investment Realty, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Richard Scriber, 4925 Collins Avenue, Suite 7G, Miami Beach, Florida 33140.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 4925 Collins Avenue, Suite 7G, Miami Beach, Florida 33140.

ARTICLE VII - OFFICERS

The affairs of Partners Investment Realty, Inc., shall be managed by a Board of Directors and administered by a President, a Secretary and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
Suite 201
Miami, Florida 33137
(305) 573-0104
Fla. Bar No.: 989959

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Partners Investment Realty, Inc.

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The initial officers of the corporation who shall serve under and their addresses are as follows.

President - Richard Scrivner
153 E. Palmetto Park Road
Boca Raton, Florida 33432

Secretary/- Richard Scrivner
Treasurer

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors. The number of Directors may be increased or diminished from time to time by the By Laws but shall never be less than one (1) the names and addresses of the director of this corporation is:

Constance Scrivner
153 E. Palmetto Park Road
Boca Raton, Florida 33432

Richard Scrivner
153 E. Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE IX - BY LAWS

The By Laws of the corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, 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 or her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE XII - INCORPORATOR

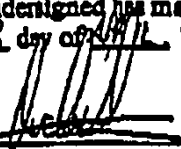
The name and address of the incorporator, who is also the person signing these Articles
is:

Richard Scriver
153 E. Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the applicable Florida Statutes.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 28 day of April, 1997.


Richard Scriver

STATE OF FLORIDA]

COUNTY OF DADE]

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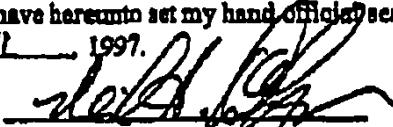
BEFORE ME, the undersigned authority, personally appeared CONSTANCE SCRIVER, who is personally know to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made an subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand, official seal at Miami, DADE County, Florida, this 23 day of April, 1997.

My Commission Expires:



NEIL A. DELEON
Comm. No. CC 886349
My Comm. Exp. Mar. 12, 2001
Bonded thru Richard to: Arvy.


Notary Public of the State
of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for Richard Scriver, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 23 day of April, 1997.


Richard Scriver

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
Suite 201
Miami, Florida 33137
(305) 573-0104
Fla. Bar No.: 989959

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