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Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

SUITE 108, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
TELEPHONE (561) 391-5555
FACSIMILE (561) 395-5012

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

May 15, 1997

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State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: EMBASSY HOLDINGS

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

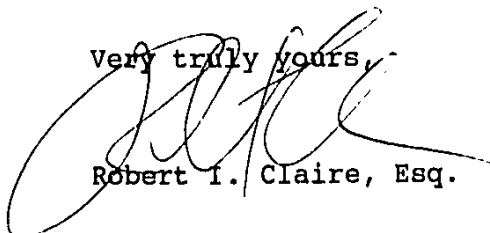
Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/jc
Enclosures/check

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 2:10

(5)

ARTICLES OF INCORPORATION
OF
EMBASSY HOLDINGS, CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 2:10

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

EMBASSY HOLDINGS, CORP.
10201 Port of Spain Street
Cooper City, Florida 33026

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To own, operate and manage a retail brokerage office facility in the State of Florida.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 10201 Port of Spain Street, Cooper City, Florida 33026 and the name of its initial Registered Agent at that address is Joseph Edward Farmer.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Joseph Edward Farmer

10201 Port of Spain Street
Cooper City, Florida 33026

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Joseph Edward Farmer, President
Secretary and Treasurer

10201 Port of Spain Street
Cooper City, Florida 33026

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator is as follows:

Joseph Edward Farmer

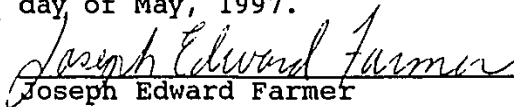
10201 Port of Spain Street
Cooper City, Florida 33026

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 16th day of May, 1997.

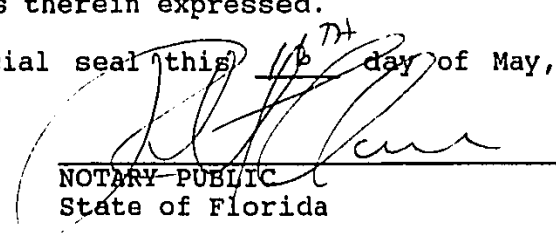

Joseph Edward Farmer

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Joseph Edward Farmer, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of May, 1997.



NOTARY PUBLIC
State of Florida

My Commission expires:

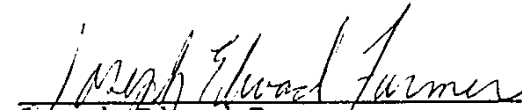


Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **EMBASSY HOLDINGS, CORP.** which is contained in the foregoing Articles of Incorporation.

DATED this 16th day of May, 1997.


Joseph Edward Farmer
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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