

Law Office of
Burt E. Eisenberg, P.A.

Burt E. Eisenberg, J.D.
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Fax: 954-985-0941

May 20, 1997

Ms. Eckland
Attorney's Title Insurance Fund
660 E. Jefferson Street, Suite 200
Tallahassee, FL 32301

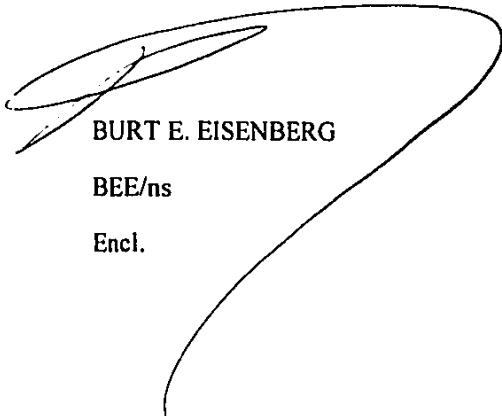
RE: POGO REALTY II, INC.

Ms. Eckland:

Enclosed please find a new corporation for filing. Please file as appropriate and fax a copy of the incorporation letter once obtained. A check to the Secretary of State for \$70.00 and to Attorney's Title for \$10.00 are enclosed.

Thank you in advance for your attention to this matter.

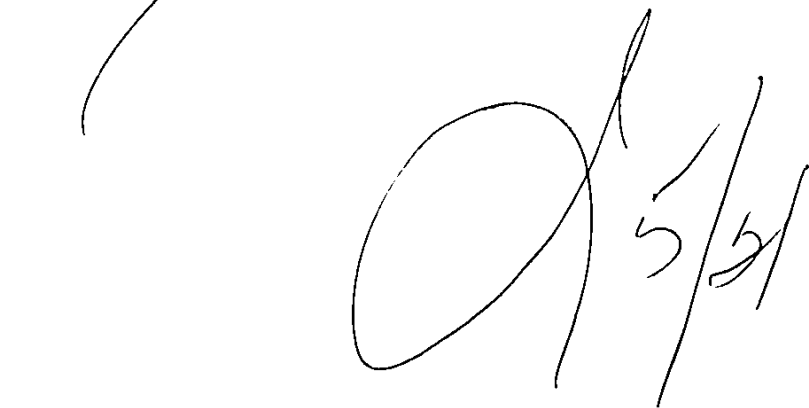
Sincerely yours,



BURT E. EISENBERG

BEE/ns

Encl.



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97 MAY 21 PM 3:31

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97 MAY 21 PM 1:32

ARTICLES OF INCORPORATION
OF
POGO REALTY II, INC.

FILED
97 MAY 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, Chapter 607, Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be POGO REALTY II, INC.. The principal address of the Corporation will be 2378 NW 64 Street, Boca Raton, FL 33496, and the mailing address shall be the same.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2378 NW 64 Street, Boca Raton, FL 33496 and the name of the initial registered agent at that address is Vonni Goldberg.

ARTICLE VII. INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Burt E. Eisenberg	4700B Sheridan Street Hollywood, FL 33021

ARTICLE VIII. OFFICERS AND DIRECTORS

The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

<u>NAME</u>	<u>ADDRESS</u>
Vonni Goldberg	2378 NW 64 Street Boca Raton, FL 33496
Harvey Polly	2901 S. Ocean Blvd., Penthouse Suite Highland Beach, FL 33487

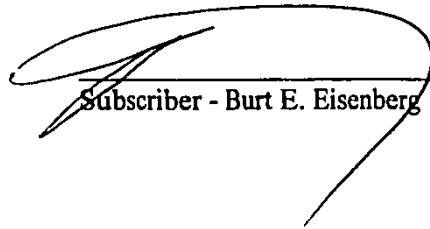
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of May, 1997.


Subscriber - Burt E. Eisenberg

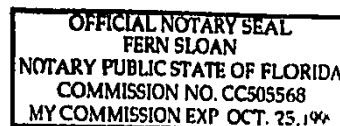
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared Burt E. Eisenberg known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, or who has produced a driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of May, 1997.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



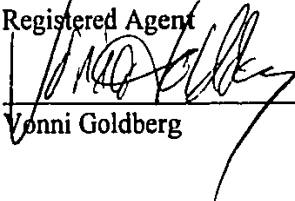
**Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May be Served**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That POGO REALTY II, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 2378 NW 64 Street, Boca Raton, FL 33496, County of Palm Beach, State of Florida, has named Vonni Goldberg, located at 2378 NW 64 Street, Boca Raton, FL 33496, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Registered Agent
By: 
Vonni Goldberg

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97 MAY 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA