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LAW OFFICES
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PROFESSIONAL CORPORATION

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May 22, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

970002192869-3
-05/28/97--01029--011
****122.50 ****122.50

Re: SCM REALTY III, INC.
Our File No. 10408-1

Ladies and Gentlemen:

Enclosed in duplicate are Articles of Incorporation in regard the captioned entity. Also enclosed is a check issued to the "State of Florida" in the amount of \$122.50 to cover the filing fees, Registered Agent Designation and a certified copy of the Articles.

If you require any additional information please call me.

Very truly yours,
KEMP, KLEIN, UMPHREY & ENDELMAN
Professional Corporation

By: *Marcia D. Pollock*
Marcia D. Pollock
Legal Assistant

102205

FILED
97 MAY 28 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 5/30/97

ARTICLES OF INCORPORATION
OF
SCM REALTY III, INC.

FILED
97 MAY 28 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

SCM REALTY III, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to purchase, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures and works of all kinds, for itself or for others; to purchase, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens or real estate. In addition to the above specific powers, the corporation shall have all of the powers of a corporation granted under the Laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having no par value.

ARTICLE IV. TERM OF EXISTENCE

The effective date of the corporation's existence shall be the date of incorporation and the corporation shall exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 102 Glenbrooke Court, Atlantis, Florida 33462. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the initial registered office is:

STEPHEN C. MOORE

102 Glenbrooke Court
Atlantis, Florida 33462

ARTICLE VII. DIRECTORS

The corporation shall have no less than one (1) director. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

The name and post office address of the initial member of the first Board of Directors who is to serve until the First Annual Meeting of Shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
STEPHEN C. MOORE	102 Glenbrooke Court Atlantis, Florida 33462

ARTICLE VIII. LIABILITY OF DIRECTORS

A director is not personally liable to the corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty as a director to the fullest extent permitted by the Florida Business Corporations Act, as the same exists or may hereafter be amended, except for (I) a breach of the director's duty of loyalty to the corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law; (iii) under Section 831(3) of the Florida Business Corporations Act; (iv) for a transaction from which the director derived an improper personal benefit; and (v) for an act or omission occurring prior to the date when the provision became effective. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.


ARTICLE IX. INCORPORATOR

<u>Name</u>	<u>Address</u>
STEPHEN C. MOORE	102 Glenbrooke Court Atlantis, Florida 33462

ARTICLE X. 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 and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, said proposed corporation has caused these Articles of Incorporation to be signed by its Incorporator this 21 day of MAY, 1997.

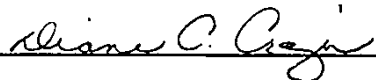


Stephen C. Moore, Incorporator


STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above, to take acknowledgments, personally appeared Stephen C. Moore, to me known to be the person described as the Incorporator of SCM Realty III, Inc. who executed the foregoing articles of incorporation.

WITNESS my hand and the official seal in the County and State named above this 21 day of MAY, 1997.



Notary public
My commission expires: _____

 DIANE C. CROZIER
My Comm Exp. 11/08/97
Bonded By Service Ins
No. CC328910
 Personal; Other L.B.


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SCM Realty III, INC.
2. The name and address of the registered agent and office is:

Stephen C. Moore
102 Glenbrooke Court
Atlantis, Florida 33462

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Stephen C. Moore
Date: MAY 21, 1997

101710

FILED
97 MAY 28 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA