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222 Lakeview Avenue
Suite 1330 - Esperante
West Palm Beach, FL 33401

File 166.003

July 21, 1997

VIA OVERNIGHT DELIVERY

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: *Kane Communities, Inc.*

400002244154--3
-07/22/97--0111--002
****122.50 ****122.50

Dear Sir or Madam:

I am enclosing an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

FILED
97 JUL 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.
Thank you for your assistance.

Dmc
7/24/97

Sincerely,

Tina L. Carmichael

Tina L. Carmichael
Certified Legal Assistant

Enclosures

ENCLOSURES: Sands Corp. IATLC-Corp Div re Attn: wpl

ARTICLES OF INCORPORATION

OF

KANE COMMUNITIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is Kane Communities, Inc.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
ADDRESS

The principal place of business and street address of the corporation shall be:

16221 U.S. Highway 441, Unit #108
Delray Beach, Florida 33446

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue one million (1,000,000) shares of \$.01 par value per share common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 222 Lakeview Avenue, Suite 1330, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is Lawrence J. Diamond.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator signing these Articles are:

Lawrence J. Diamond, Esq.
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1330
West Palm Beach, Florida 33401

VIII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 21st day of July, 1997.



LAWRENCE J. DIAMOND

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

FILED
97 JUL 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Kane Communities, Inc., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 222 Lakeview Avenue, Suite 1330, West Palm Beach, Florida 33401, has named Lawrence J. Diamond as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

DATED: July 21, 1997


LAWRENCE J. DIAMOND