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FILED

W. Hill Davis
400 EXECUTIVE #103
West Palmyra Beach FL 33411

97 AUG -6 AM 10:57

TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. IMPAL DEVELOPMENT, INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials PH 8/7/97

ARTICLES OF INCORPORATION OF

IMFAL Development, Inc.

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

ARTICLE ONE

The name of the Corporation is IMFAL Development, Inc.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To engage in the business of real estate management both within and without the State of Florida, and to furnish whatever other services in relation thereto the Board of Directors deems advisable and not limited to the buying and selling of inventory, machinery, the leasing of each of the above, or any other item of trade, including securities, notes, bonds, and instruments of franchise so long as the same does not conflict with the Florida General Corporation Act.
2. To lend money to and to use it to credit to assist, its officers and employees in accordance with Florida Statute Section 607.141. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interests in, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.
3. To conduct its business, carry on its operations, have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 400 Executive Center Drive, Suite 103, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Willie Davis.

ARTICLE SIX

The street address of the Corporation's principal office is:

400 Executive Center Drive, Suite 103
West Palm Beach, Florida 33401

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Directors is:

Calvin D. Hightower
400 Executive Center Drive, Suite 103
West Palm Beach, Florida 33401

Patricia A. Holland
400 Executive Center Drive, Suite 103
West Palm Beach, Florida 33401

ARTICLE EIGHT

The name and address of each incorporator is:

Willie Davis
400 Executive Center Drive, Suite 103
West Palm Beach, Florida 33401

EXECUTED by the undersigned at West Palm Beach, Florida, this 4 day of August 1997.

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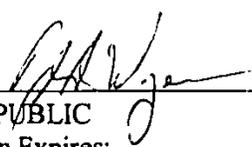


WILLIE DAVIS, Incorporator

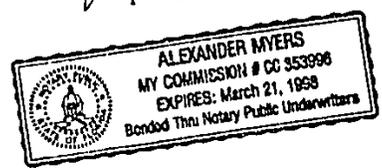
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TALLAHASSEE, FLORIDA

State of Florida)
County of Palm Beach)

The foregoing instrument was acknowledged before me this 4 day of August 1997, by Willie Davis as incorporator of IMFAL Development, Inc. who is personally known to me.



NOTARY PUBLIC
Commission Expires:



ACCEPTANCE OF DESIGNATION

I, Willie Davis, hereby accept the designation of registered agent for IMFAL Development, Inc.



Registered Agent