ACCUINT NUMBER FOLADOROMIA

ACCOUNT NUMBER:	FCA00000014	<u> </u>
REFERENCE:	0150/446	
DATE:	9-9-97	
CONTACT NAME:	CINDY HICKS	
REQUESTOR NAME:	CORPORATE & CRIMINAL RESEARCH SERV 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301	VICES
TELEPHONE:	904-222-1173	
AUTHORIZATION:	Circly Hicker	SUUUD228879
CORPORATION NAME:	Parkland Benome	Cara
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		97 SEF
DOCUMENT NUMBER:		,
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ARTICLES OF INCORPORATION

OF

PARKLAND GENERAL CORP.

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SECRETARY OF STATE
TAIL AHASSET FLORIGA

ARTICLE

The name of the corporation is PARKLAND GENERAL CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 217 Seabreeze Avenue, Suite 200, Palm Beach, Florida 33480.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
Authorized	<u>Per Share</u>	<u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE Y

The street address of the Corporation's initial registered office is 217 Seabreeze Avenue, Suite 200, City of Palm Beach, County of Palm Beach, State of Florida 33480, and the name of its initial registered agent at such office is Neil Kozokoff.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who

will serve as the Corporation's director until successors are duly elected and qualified is:

Neil Kozokoff 217 Seabreeze Avenue, Suite 200 Palm Beach, Florida 33480

ARTICLEVII

The name of the Incorporator is Neil Kozokoff and the address of the incorporator is 217 Seabreeze Avenue, Suite 200, Palm Beach, Florida 33480.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3 day of September, 1997.

Neil Kozokoff, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PARKLAND GENERAL CORP. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Neil Kozokoff, Registered Agent

Dated: September 3, 1997

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