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ALBERT R. WILBER, JR.

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September 9, 1997

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

ATTN: Bobbie Cox

RE: Palm Beach County Land Trust, Incorporated

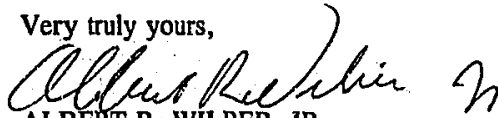
Dear Ms. Cox:

Enclosed please find the original and one copy of the Articles of Incorporation of the above captioned corporation.

As per our telephone conversation of today, you have already received the check in the amount \$78.75.

Sorry for this inconvenience.

Very truly yours,


ALBERT R. WILBER, JR.

ARW/hl
Enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PALM BEACH COUNTY LAND TRUST, INCORPORATED**

The Undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: PALM BEACH COUNTY LAND TRUST, INCORPORATED.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 937 Coral Drive, West Palm Beach, Florida, 33415.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a zero par value per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is: Stacy V. Hopkins, 937 Coral Drive, West Palm Beach, Florida 33415.

**ARTICLE V
INCORPORATORS**

The name and street address of the incorporators to these Articles of Incorporation are: DANIEL HELMAN NOBLE, 5415 Gun Club Road, West Palm Beach, Florida, 33415, STACY V. HOPKINS, 937 Coral Drive, West Palm Beach, Florida, 33415 and ANN H. NOBLE, 3 Via De Casa Sur #101, Boynton Beach, Florida, 33426.

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

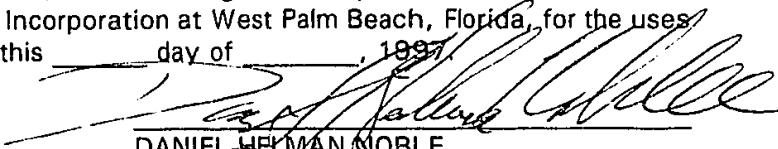
The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successor is elected, are:

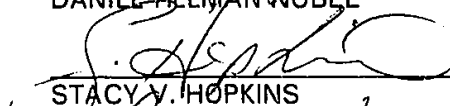
DANIEL HELMAN NOBLE, 5415 Gun Club Road, West Palm Beach, FL 33415, STACY V. HOPKINS, 937 Coral Drive, West Palm Beach, FL 33415 and ANN H. NOBLE, 3 Via De Casa Sur #101, Boynton Beach, Florida, 33426.

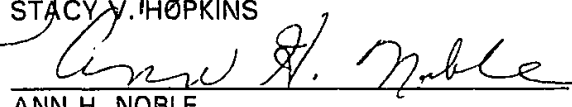
**ARTICLE VII
NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, on this _____ day of _____, 1997.


DANIEL HELMAN NOBLE


STACY V. HOPKINS

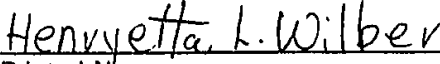

ANN H. NOBLE

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared, DANIEL HELMAN NOBLE, STACY V. HOPKINS and ANN H. BOBLE to me known to be the persons described and who produced Florida Drivers Licenses N140-168-64-1740, H135-798-73-644 and N140-048-36-588-D as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal at West Palm Beach, Florida this 5th day of September, 1997.


Notary Public, State of Florida at Large


Printed Name

My Commission Expires:



HENRYETTA L. WILBER
My Commission CC607605
Expires Jun. 26, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DISGNATION
REGISTERED AGENT/REGISTERED OFFICE**

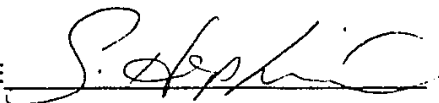
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organizer under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is:

PALM BEACH COUNTY LAND TRUST, INCORPORATED.

2. The name and address of the registered agent and address is:

STACY V. HOPKINS,
937 Coral Drive, West Palm Beach, Florida, 33415.

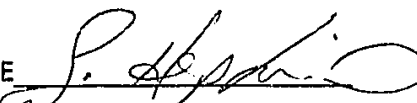
SIGNATURE 

TITLE: Incorporator

DATE: September 5, 1997

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE September 5, 1997