



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

September 4, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/15/97--01085--007
*****70.00 *****70.00

RE: Michael's Properties Inc.
P3340122 BAR

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Michael's Properties Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow
Corporate Service Incorporator

enc.

FILED
97 SEP 15 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL SEP 16 1997

**ARTICLES OF INCORPORATION
OF
Michael's Properties Inc.**

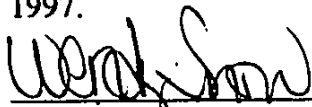
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **Michael's Properties Inc.**
- SECOND:** The address of the initial registered office of the corporation is 222 Lakeview Avenue, Suite 166, West Palm Beach, FL, County of Palm Beach. The name of the registered agent located at said address is Michael Barbosa.
- THIRD:** The principal address of the corporation is 222 Lakeview Avenue, Suite 166, West Palm Beach, FL 33401.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 100,000 shares at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Michael Barbosa 222 Lakeview Avenue, Suite 166, West Palm Beach, FL 33401.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.
- NINTH:** The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

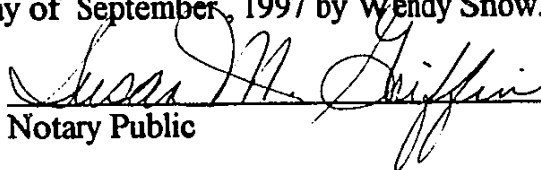
Wendy Snow c/o The Company Corporation, 1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 3rd day of September, 1997.



State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of September, 1997 by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801. (302) 575-0440.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this MICHAEL'S PROPERTIES Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of W. PALM BEACH, State of
Florida, has named MICHAEL BARBOSA located at
222 LAKEVIEW AVE Suite #160 WEST PALM BEACH
FL 33401 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Michael Barbosa

8/25/97
Date