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9/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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EFFECTIVE DATE

9-24-97

((H97000015913 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C. RODRIGUEZ~~

Kara

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PALM BEACH VENTURES, INC.

AUDIT NUMBER.....H97000015913

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

9-24-97

The name of this Florida corporation is:
Palm Beach Ventures, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article II. Address

The mailing address of the Corporation is:
Palm Beach Ventures, Inc.
500 S. Australian Avenue, #110
West Palm Beach FL 33401

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Thomas J. Craft
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Harald Dude

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-0288
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

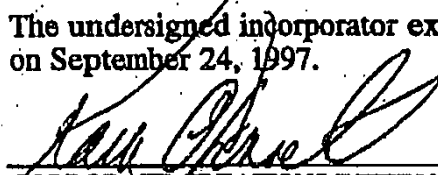
The name and address of the incorporator is:

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 24, 1997.

The undersigned incorporator executed these Articles of Incorporation on September 24, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Kara O'Donnell Vice President

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

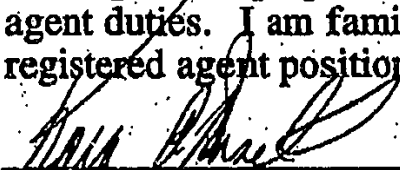
Palm Beach Ventures, Inc.

REGISTERED AGENT/OFFICE:

**Thomas J. Craft
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


THOMAS J. CRAFT

Kara O'Donnell as attorney-in-fact

Date: September 24, 1997

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