

P97000089681



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 567377 9021A

AUTHORIZATION : Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : October 16, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 567377-005

CUSTOMER NO: 9021A

300002828278--6

CUSTOMER: Robert E. Bourne, Esq
ROBERT E. BOURNE, ESQ

Suite #3
521 Lake Avenue
Lake Worth, FL 33460

DOMESTIC FILING

NAME: CLIFTON ISLAND PROPERTIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
97 OCT 17 PM 2:23

DIVISION OF CORPORATION
97 OCT 17 PM 12:12

8N OCT 17 1997

ARTICLES OF INCORPORATION
OF
CLIFTON ISLAND PROPERTIES, INC.

FILED
97 OCT 17 PM 2:23
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLIFTON ISLAND PROPERTIES, INC.

The address of the principal office of this corporation shall be 7200 West Camino Real, Suite 314, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 521 Lake Avenue, Suite 3, Lake Worth, Florida 33460 and the name of the initial registered agent of the corporation at that address is Robert E. Bourne, Jr., Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Martin Carder Dir.	7200 West Camino Real, Suite 314 Boca Raton, Florida 33433
Karl Lindroos Dir.	201 East Ocean Avenue, Unit 7 Lantana, Florida 33462
Philip Binns Dir.	7200 West Camino Real, Suite 314 Boca Raton, Florida 33433

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Martin Carder Pres	7200 West Camino Real, Suite 314 Boca Raton, Florida 33433
Karl Lindroos Vice Pres	201 East Ocean Avenue, Unit 7 Lantana, Florida 33462
Philip Binns Sec/Tres	7200 West Camino Real, Suite 314 Boca Raton, Florida 33433

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on October 16, 1997 .

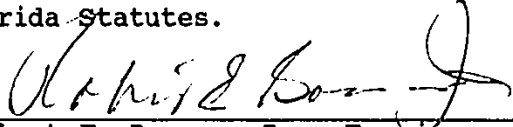
CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

JKG

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert E. Bourne, Jr., Esquire, an attorney licensed to practice law in the State of Florida, having a business office at 521 Lake Avenue, Suite 3, Lake Worth, Florida 33460, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Robert E. Bourne, Jr., Esquire

97 OCT 17 PM 2:23
TALLAHASSEE, FLORIDA