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FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

97 NOV 24 AM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Of Counsel:
Me DANIEL HOTTE, LLL
*admitted to practice
only in the Province
of Quebec, Canada

October 30, 1997

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32302

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IN RE: PROFIT CORPORATION OF ^{South}FLORIDA

Gentlemen:

Enclosed herewith please find duplicate original Articles of Incorporation for Profit Corporation of Florida, together with our check in the amount of \$122.50 as and for your filing fee.

Please return a certified copy of the Articles, after filing, to the undersigned via federal express. We have enclosed a return air-bill for your convenience.

Of course, if you have any questions, kindly contact me.

Very truly yours,


Linda M. Lacertosa, Secretary to
ROBERT W. FRAZIER, JR., ESQ.

encl.

P. Hall

NOV 24 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1997

FRAZIER, HOTTE & ASSOCIATES, P.A.
2400 E COMMERCIAL BLVD, SUITE 826
FT LAUDERDALE, FL 33308

SUBJECT: PROFIT CORPORATION OF FLORIDA
Ref. Number: W97000024950

We have received your document for PROFIT CORPORATION OF FLORIDA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00053213

FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Mc DANIEL HOTTE, LLL
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of Quebec, Canada

November 21, 1997

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

ATTENTION: Pamela Hall, Document Specialist

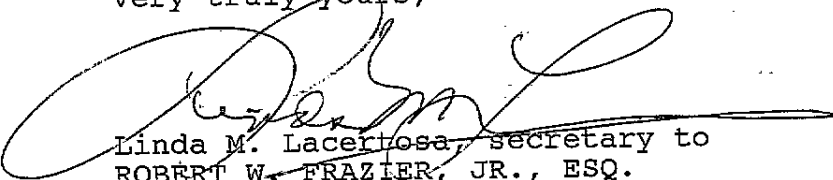
Dear Ms. Hall:

Pursuant to our telephone conversation this date, enclosed please find Articles of Incorporation for Profit Corporation of South Florida, together with a copy of your recent correspondence rejecting Profit Corporation of Florida.

Please have the Articles filed and return a copy to me, together with the Certificate of Incorporation.

Thank you for your assistance in this matter. Of course, should you have any questions or concerns, kindly contact me immediately.

Very truly yours,



Linda M. Lacertosa, secretary to
ROBERT W. FRAZIER, JR., ESQ.

lrl:encl.

ARTICLES OF INCORPORATION

OF

PROFIT CORPORATION OF SOUTH FLORIDA

FILED

97 NOV 24 AM 1:41

SECRETARY OF STATE
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:

PROFIT CORPORATION OF SOUTH FLORIDA

The address of the principal office of this corporation shall be 2701 West Oakland Park Boulevard, Suite 210, Fort Lauderdale, Florida 33311 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is for the acquisition, development, operation, lease, management, sale and related activities with respect to real property, both within and without the State of Florida, and to engage or transact any and 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 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and the name of the initial

registered agent of this Corporation at this address is Robert W. Frazier, Jr.

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 one director, initially, The name and street address of the initial members of the Board of Directors is:

Sandra L. Bowes
2701 West Oakland Park Boulevard
Suite 210
Fort Lauderdale, Florida 33311

Joseph M. Fons
2701 West Oakland Park Boulevard
Suite 210
Fort Lauderdale, Florida 33311

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

President	Joseph M. Fons 2701 West Oakland Park Boulevard Suite 210 Fort Lauderdale, Florida 33311
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Secretary/Treasurer	Sandra L. Bowes 2701 West Oakland Park Boulevard Suite 210 Fort Lauderdale, Florida 33311
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ARTICLE VIII. INCORPORATOR

FILED

97 NOV 21 AM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Robert W. Frazier, Jr., Esq.
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand on this _____ day of _____, 1997.


ROBERT W. FRAZIER, JR., ESQ.

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

I, ROBERT W. FRAZIER, JR., , having a place of business
at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale,
Florida 33308 and having been designated as the Registered Agent in
the above and foregoing Articles of Incorporation, is familiar with
and accepts the obligations of the position of Registered Agent
under Section 607.0505, Florida Statutes.


ROBERT W. FRAZIER, JR., ESQ.