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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA ACCT#: 105543000740

CONTACT: MICHELLE B WINSTEAD

PHONE: (904)398-3555

FAX #: (904)398-5515

NAME: PIONEER PROPERTY HOLDINGS, INC.

AUDIT NUMBER.....H97000020703

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

CERT. OF STATUS..0 PAGES..... 6

CERT. COPIES.....0 DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

CERTIFICATE OF DOMESTICATION

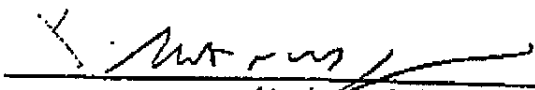
The undersigned, MARTIN NICHOLAS WRIGHT, DIRECTOR
(Name) (Title)

of Pioneer Holdings Limited a foreign Corporation
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was 22nd June, 1993
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Guernsey, Channel Islands
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Pioneer Holdings Limited
4. The name of the corporation, as set forth in its articles of Incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Pioneer Property Holdings, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
St. Peter Port, Guernsey, Channel Islands

I am director of Pioneer Holdings Limited
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 15th day of December, 1997


(Authorized Signature)

Filing Fee:

Certificate of Domestication
Articles of Incorporation and Certified Copy
Total to domesticate and file

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FLORIDA

\$50.00

\$122.50

\$172.50

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ARTICLES OF INCORPORATION**OF****Pioneer Property Holdings, Inc.****ARTICLE I****Name and Duration**

The name of the Corporation is Pioneer Property Holdings, Inc. The duration of the Corporation is perpetual.

ARTICLE II**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 604 Courtland Street, Suite 138, Orlando, Florida 32804.

ARTICLE III**Registered Office and Agent**

The street address of the registered office in the State of Florida is 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207 in the County of Duval. The name of the registered agent at such address is MOTOLAW, Inc.

ARTICLE IV**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard
Suite 1301
Jacksonville, FL 32207
Florida Bar Number 0849146

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Corporation Act

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ARTICLE VCapital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is one hundred (100) shares of Common Stock ("Common Stock") at \$.01 par value per share.

ARTICLE VIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
MOTOLAW, Inc.	1301 Riverplace Boulevard, Suite 1301 Jacksonville, Florida 32207

ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the people who shall serve as the directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Nabil Chartouni	73 Brook Street London, W1

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Barbara Sutherland

73 Brook Street
London, W1

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ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

MOTOLAW, Inc., a Florida corporation

By: W. Hamilton Traylor
W. Hamilton Traylor, as Vice-President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Pioneer Property Holdings, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

MOTOLAW, Inc., a Florida corporation

By: 

W. Hamilton Traylor, as Vice-President

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