

The Law Offices of

P980000000 994

KATZMAN & KORR P.A.

A Professional Association of Attorneys

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December 29, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002388680--7
-01/02/98--01084--009
****122.50 ****122.50

RE: Incorporation of A&M PARTNERS, INC.

Dear Sir/Madam:

Enclosed please find the formal original Articles of Incorporation for the above-referenced company and a check in the amount of \$122.50 for filing fees and certification of same. Kindly expedite the filing of same and return a certified copy in the enclosed self addressed stamped envelope provided herein.

Thanking you for your prompt attention to this matter.

Sincerely,

KATZMAN & KORR, P.A.

Leigh C. Katzman, Esq.
Managing Partner

Enclosure

wp/general/clients/a&m/partners/1trdos.1

FILED
98 JAN -2 PM 12: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 1/6/98

ARTICLES OF INCORPORATION/SUB-CHAPTER S

OF

A & M PARTNERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the Sub Chapter-S Corporation shall be

A & M PARTNERS, INC.

The principal place of business of this business shall be

3475 Hiatus Road

Sunrise, Florida 33351

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific nature of business of the Corporation will be the management of community associations as well as other commercial or residential properties through a business establishment specifically described as a Management Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II
CAPITAL STOCK

The authorized capital stock of this corporation shall be **ONE THOUSAND (1000)** shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No capital stock may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation without first offering same to the corporation so that it may exercise its right of first refusal to purchase same upon identical terms as the proposed sale and purchase as detailed in writing by the seller and endorsed by the prospective buyer. In the event that the corporation does not desire to purchase the stock than any remaining present stockholders which do desire to purchase same shall pay equal amounts for the purchase of same and each obtain equal amounts of the purchased stock. Only in the event that the above criteria is satisfied and the corporation and individual stockholders both refuse to purchase the stock then and only then shall the sale of the stock to an outside party be permitted.

ARTICLE III

TERM OF EXISTENCE

The sub-chapter s corporation is to exist perpetually.

ARTICLE IV

OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

MALCOLM H. WALDRON III - PRESIDENT

ANNE MARIE WALDRON - VICE PRESIDENT

ANNE MARIE WALDRON - SECRETARY

MALCOLM H. WALDRON III - TREASURER

**Malcolm H. Waldron III - President
1620 N.W. 100th Terrace
Plantation, Florida 33322**

**Anne Marie Waldron - Vice President
1620 N.W. 100th Terrace
Plantation, Florida 33322**

**Anne Marie Waldron - Secretary
1620 N.W. 100th Terrace
Plantation, Florida 33322**

**Malcolm H. Waldron III - Treasurer
1620 N.W. 100th Terrace
Plantation, Florida 33322**

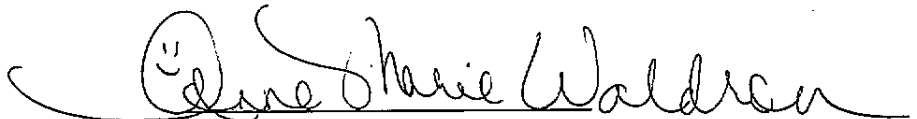
ARTICLE VI

INCORPORATORS

The name and address of the incorporator is:

Anne Marie Waldron - Vice President, Secretary
1620 N.W. 100th Terrace
Plantation, Florida 33322

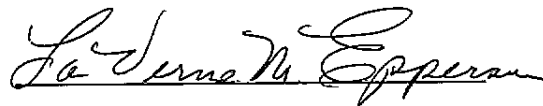
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of December, 1997.


Anne Marie Waldron

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared **Anne Marie Waldron**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that she executed the foregoing Articles of Incorporation for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 11th day of December, 1997.



Notary Public, State of Florida

My Commission Expires:



LAVERNE M EPPERSON
My Commission CC397278
Expires Aug. 22, 1998
Bonded by NFNU
800-224-6368

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

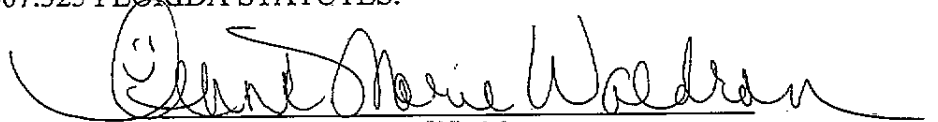
1. The name of the sub-chapter S corporation is:

A & M PARTNERS, INC.

2. The name and address of the registered agent and office is:

**ANNE MARIE WALDRON
Vice President, Secretary
3475 Hiatus Road
Sunrise, Florida 33351**

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


ANNE MARIE WALDRON, Registered Agent

12/11/97
DATE

FILED
98 JAN -2 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA