



ACCOUNT NO.: 072100000032

REFERENCE : 658273 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 6, 1998

ORDER TIME : 9:32 AM

ORDER NO. : 658273-005

CUSTOMER NO: 4303929

500002390735--0

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: ROBERT FLOYD ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 PM 12:47

RECEIVED
98 JAN -6 AM 10:42
DIVISION OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROBERT FLOYD ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 PM 12:47

ARTICLE I

The name of the corporation is **ROBERT FLOYD ENTERPRISES, INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation are 231 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial Registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will

serve as the Corporation's director until successors are duly elected and qualified, is:

Robert Floyd
231 Royal Palm Way
Suite 100
Palm Beach, Florida 33480

ARTICLE VII

The name of the Incorporator is Shepard King, and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

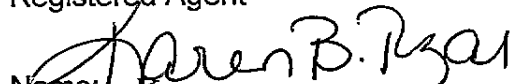
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of January, 1998.


Shepard King

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ROBERT FLOYD ENTERPRISES, INC., accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY,
Registered Agent


Name: Karen B. Rozar, As Its Agent
Title:

Dated: January 6th, 1998