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LAW OFFICE OF
ALEIDA ORS WALDMAN, P.A.

ALEIDA ORS WALDMAN, Esq.

OF COUNSEL
JAMES W. WALDMAN †

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December 30, 1997

Via Mail

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

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-01/13/98--01002--017
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Re: Filing Articles of Incorporation for
Sawgrass Palms Properties, Inc.
Our File No.: 97-1260.01

Dear Secretary of State:

Enclosed please find the original executed Articles of Incorporation in connection with the above cited professional association.

In addition to the original, sealed Articles of Incorporation, please return to my office a copy of the Certificate of Status showing the initiation of the Association.

Finally, I have also enclosed a check in the amount of \$122.50 to cover the filing fee, and Registered Agent Design for the Articles and a check in the amount of \$8.75 to cover the cost for the Certificate of Good Standing.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

ALEIDA ORS WALDMAN

AOW/er

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAWGRASS PALMS PROPERTIES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

SAWGRASS PALMS PROPERTIES, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is **One Thousand (1000)** shares of Common Stock, no par value per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is **440 South Andrews Ave., Fort Lauderdale, Florida, 33301**. The mailing address of this corporation shall be **1255 S. Military Trail, Deerfield Beach, Fl. 33442**. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of

Directors are:

Name: James W. Waldman
Address: 440 South Andrews Ave.
Fort Lauderdale, Fl. 33301

Name: Andrew C. Waldman
Address: 1255 S. Military Trail
Deerfield Beach, Fl. 33442

Name: Ana Maria Roig
Address: 1255 S. Military Trail
Deerfield Beach, Fl. 33442

Name: Aleida Ors Waldman
Address: 440 South Andrews Ave.
Fort Lauderdale, Florida, 33301

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles, as well
as the person signing these Articles of Incorporation is **James W. Waldman**

440 South Andrews Ave., Fort Lauderdale, Florida, 33301.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **440 South Andrews Ave., Fort Lauderdale, Florida, 33301** and the name of the initial registered agent of this Corporation at that address is **James W. Waldman**. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X
POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI
INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify

it officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII

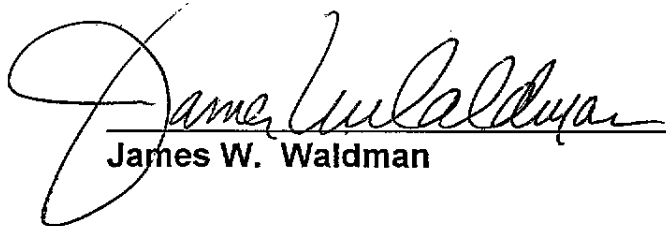
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII
BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of December, 1997.



James W. Waldman

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30 day of December 1997, by **James W. Waldman** as incorporator to these Articles, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

My Commission Expires:





NOTARY PUBLIC, State of Florida
Print name: Elisabet Romero
Title: _____

[SEAL]

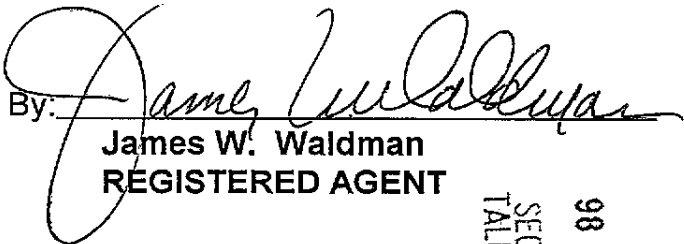
**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA:

SAWGRASS PALMS PROPERTIES, INC., a corporation being organized under the laws of the State of Florida, designates as its registered office **440 South Andrews Ave., Fort Lauderdale, Florida 33301**, and has named **James W. Waldman**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named registered agent and to accept service of process for **SAWGRASS PALMS PROPERTIES, INC.** at the place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. In compliance with Section 48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.

By: 
James W. Waldman
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA