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LAW OFFICES OF
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Trial Lawyer

of Counsel
Joseph Tomberg

February 3, 1998

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FILED
98 FEB -9 AM 10:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Re: PENCE PROPERTIES, INC.

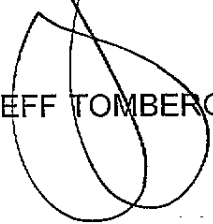
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-02/03/98--01135--001
*****75.00 *****75.00

Gentlemen:

Enclosed is our check in the amount of \$75.00. Please file the attached corporation for PENCE PROPERTIES, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,


JEFF TOMBERG

JeT/ah

Adele GAVE
AUTHORIZATION BY PHONE TO
CORRECT NA Address -
DATE 2-11-98
DOC. EXAM vhm

ARTICLES OF INCORPORATION

of

PENCE PROPERTIES, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article I -- Name

The name of this corporation is PENCE PROPERTIES, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of renting, owning, managing and investing in real estate, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 100 shares of common stock at ten (\$10.00) dollar par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

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 the issuance of

fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1622 N.E. Boynton Beach, FL 33435 4th St.. The name of the initial registered agent of this corporation at that address is MICHAEL W. BOWDEN.

Article VIII -- Principal Place of Business

The initial principal place of business is 1622 N.E. 4th St., Boynton Beach, FL 33435. The mailing address is 1622 N.E. 4th St., Boynton Beach, FL 33435.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

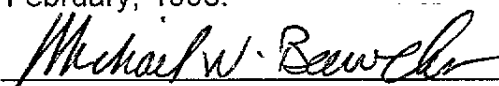
MICHAEL W. BOWDEN
1622 N.E. 4th St.
Boynton Beach, FL 33435

Article X -- Incorporator

The name and address of the person signing these articles is:

MICHAEL W. BOWDEN
1622 N.E. 4th St.
Boynton Beach, FL 33435

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of February, 1998.



MICHAEL W. BOWDEN LS

COUNTY OF PALM BEACH

✓ is personally known to me

SWORN TO and subscribed before me this 4th day of February, 1998.

ADELE HOLCOMB
COMMISSION # CC 659620
EXPIRES AUG 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

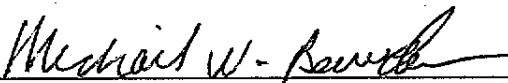
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to F.S. 48.091.

PENCE PROPERTIES, INC., organized under the laws of the State of Florida,
with its principal office as indicated in the Articles of Incorporation at 1622 N.E. 4th St.,
Boynton Beach, FL 33435 Boynton Beach, FL 33435
has named MICHAEL W. BOWDEN, located at 1622 N.E. 4th St., as its agent to accept
service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I hereby agree to accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MICHAEL W. BOWDEN

LS

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TALLAHASSEE, FLORIDA