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ST. PETERSBURG, FLORIDA 33701-3209

GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
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(813) 898-1181

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DAVID F. WILSEY

STEVEN M. WILSEY
Also Certified
Public Accountant

ROBERT W. FISHER
Of Counsel

February 27, 1998

VIA FEDERAL EXPRESS DELIVERY

Florida Department of State
Division of Corporations - New Filings
409 E. Gaines Street
Tallahassee, FL 32399

30000244693-9
-03/02/98-01164-012
****122.50 ****122.50

Re: Sable Palm Investments, Inc.
Articles of Incorporation

EFFECTIVE DATE

02-27-98

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of the above-referenced corporation,
along with our firm's check in the amount of \$122.50 for the corporate filing fees as follows:

Profit corporation filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	<u>52.50</u>
	<u>\$122.50</u>

After the filing of these Articles of Incorporation, please return a certified copy to me.

Thank you for your assistance.

Sincerely,



DAVID F. WILSEY

DFW:paf
Enclosures

\\1998\corporations\SablePalm\sec.state.letter

FILED
98 MAR -2 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 3-3-98

ARTICLES OF INCORPORATION

OF

SABLE PALM INVESTMENTS, INC.

FILED
MAR -2 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

02-27-98

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be SABLE PALM INVESTMENTS, INC., and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$100.

ARTICLE V

The designated registered office of the corporation shall be 275 Fourth Street North, St. Petersburg, Florida 33701. The registered agent of the corporation shall be DAVID F. WILSEY. The principal office address is 275 Fourth Street North, St. Petersburg, Florida 33701, and the mailing address of the corporation is 275 Fourth Street North St. Petersburg, Florida 33701. The address of the registered agent is the same as the principal office address, 275 Fourth Street North, St. Petersburg, Florida 33701.

ARTICLE VI

The number of Directors of the corporation shall be no less than one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber and Director of the corporation are as follows:

DAVID F. WILSEY
275 Fourth Street North
St. Petersburg, Florida 33701

The officers of the Corporation shall be elected at the first meeting of the Directors.

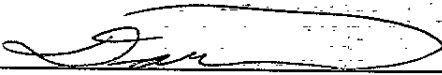
ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)
DAVID F. WILSEY, Incorporator

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 27th day of February, 1998, by DAVID F. WILSEY, who is personally known to me.


NOTARY PUBLIC



LORETTA E. FELDMEYER
MY COMMISSION # CC452299 EXPIRES
April 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

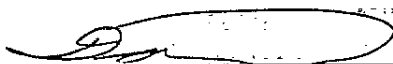
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
98 MAR -2 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
compliance with said Act:

First: That SABLE PALM INVESTMENTS, INC., desiring to organize under the laws
of the State of Florida with its principal office and designated registered office, as indicated
in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has
named DAVID F. WILSEY as its agent to accept service of process within this State.

SABLE PALM INVESTMENTS, INC.

By: 
DAVID F. WILSEY, Sole Subscriber
And Incorporator

ACKNOWLEDGMENT:

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 to
comply with the provision of said Act relative to keeping open said office.

By: 
DAVID F. WILSEY

EFFECTIVE DATE

02-27-98