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JR

RYAN & RYAN

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION
11891 U.S. HIGHWAY ONE, STE. 201
NORTH PALM BEACH,
FLORIDA 33408

JAMES D. RYAN

PHONE: (561) 691-1766
FAX: (561) 691-1355

March 3, 1998

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

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****122.50 ****122.50

RE: Articles of Incorporation
P.A. Coleman, Inc.

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Dear Sir/Madam:

Enclosed please find the original and one copy of the above referenced Articles of Incorporation, along with our check in the amount of \$122.50. Also enclosed is a self-addressed envelope for your convenience.

If you have any questions, please call.

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DEPT OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Marlene Bennett

Marlene Bennett
Assistant to James D. Ryan

F. CHESSE

MAR

6 1998

**ARTICLES OF INCORPORATION
OF
P.A. COLEMAN, INC**

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

**ARTICLE ONE
Corporate Name**

The name of the Corporation is P.A. COLEMAN, Inc.

**ARTICLE TWO
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE
Purpose**

The purpose for which the Corporation is initially organized includes the transaction of any or all lawful business for which corporations may be incorporated under Florida law including but not limited to real property management.

**ARTICLE FOUR
Capital Stock**

The aggregate number of shares which the Corporation has authority to issue is 7,500 shares of common stock having a par value of \$.10 each.

**ARTICLE FIVE
Preemptive Rights**

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right to purchase at the par value thereof, a pro rata portion of any Stock of any class that the Corporation may issue or sell, whether or not exchangeable for any Stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of Stock of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof.

ARTICLE SIX
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 11891 U.S. One , Suite 201, North Palm Beach, Florida 33408. The registered agent at that address is JAMES. D. RYAN.

ARTICLE SEVEN
Initial Board of Directors

The Corporation shall have One director initially. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws adopted by the Corporation. The names and addresses of the initial director is:

Paul A. Coleman
Bracken House, Westerham Road
Keston, Kent, BR2 6HH
U.K.

ARTICLE EIGHT
Incorporator

The name and address of the Incorporator is:

Paul A. Coleman
11891 U.S. Highway One
North Palm Beach, Florida 33408

ARTICLE NINE
By-Laws

The power to adopt the initial By-Laws shall be vested in the directors. The power to amend or repeal the By-Laws, or adopt new By-Laws, is reserved to the Directors.


**ARTICLE TEN
Indemnification**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE ELEVEN
Amendment**

These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding shares entitled to vote, or may be amended by all of the Directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

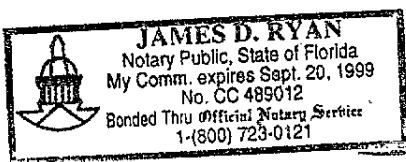
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 21st day of February, 1998.



Paul A. Coleman
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of February, 1998 by Paul A. Coleman, as Incorporator, who is personally known to me or who has produced U.K. Passport as identification and who did take an oath.





NOTARY PUBLIC

PRINTED NAME

My Commission Expires:
[NOTARIAL SEAL]

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DEPARTMENT OF STATE

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TALLAHASSEE, FLORIDA

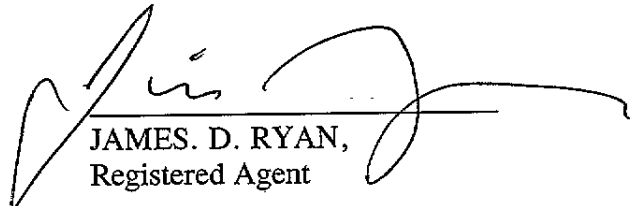
CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes:

P.A. COLEMAN, INC., a corporation organized under the laws of the State of Florida
with its principal office at 11891 U.S. #1, Suite 201
Suite 201, has named JAMES. D. RYAN
of 11891 U.S. Highway One, North Palm Beach, Florida 33408 of the County of Palm Beach,
State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep my office open during
prescribed hours; to post my name (and any other officers of said Corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in my
office as required by law.


JAMES. D. RYAN,
Registered Agent