

P98000023145

Memorandum

***** Attn: Beth Register

To: Division of Corporation
From: William K. Peden
Date: March 10, 1998
Subject: Filing of Corporation

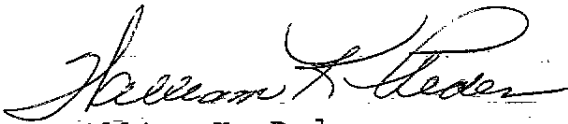
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****122.50 ****122.50

Beth Register,

Enclosed please find, \$ 122.50 filing fee for corporation,
articles of Incorporation.

I'm also enclosing a check for Fed-Ex for you to express
back to me the filed document.

Thankyou in advance for your cooperation.


William K. Peden

William K. Peden
1905 N. Atlantic Blvd. Suite E 5 D
Ft. Lauderdale, Florida 33305

(954) 564-8585

FILED
98 MAR 11 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3-11-98

ARTICLES OF INCORPORATION

OF

PEDMAR II. INC.

FILED

98 MAR 11 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I (We), the undersigned subscriber(s) to these Articles of Incorporation, natural persons, competent to contract, do hereby associate myself(ourselves) to form a corporation for profit under the laws of the State of Florida.

ARTICLE I: The name of the corporation is **PEDMAR II. Inc.**

ARTICLE II: The general character of the business to be transacted by this corporation is property management and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, state fair or exposition, or any other business or activity prohibited by Florida law.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of the corporate property or other instruments to secure the payment of corporate indebtedness as required.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this article, shall be in any way limited to or restricted by reference to or inference from the terms of any other objects and powers and clauses of this article or any articles, but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III: The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND AND TWO HUNDRED (1,000) shares of common stock.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

The holders of the common stock of the corporation shall be entitled to a pre-emptive right to subscribe for and purchase their pro-rata shares of and new common stock which may be issued.

ARTICLE IV: The amount of capital stock with which this corporation shall begin business is FIVE HUNDRED (\$500.00).

ARTICLE V: This corporation shall have perpetual existence.

ARTICLE VI: The street address of the initial principle office of this corporation is 1905 N. Atlantic Blvd. Suite E 5 D Ft. Lauderdale, Fla. and its initial registered agent at such address is
33305
William K. Peden

ARTICLE VII: This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII: The name(s) and post office address of the member(s) of the first Board of Directors is:

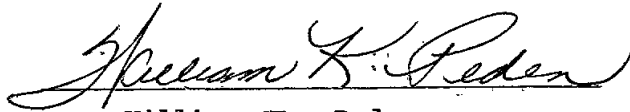
<u>NAME</u>	<u>ADDRESS</u>
<u>William K. Peden</u>	<u>1905 N. Atlantic Blvd. Suite E 5D</u> <u>Ft. Lauderdale, Florida 33305</u>

ARTICLE IV: These Articles of Incorporation may be amended in the manner provided by law; every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the capitol stock hereinabove named, has hereunto set their hands and seals this 10th day of

March 1998 for the purpose of forming this

corporation to do business both within and without the State of Florida, and do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and they certify that the facts herein stated are true.



William K. Peden
STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY, That on this 10th day of March, 1998 before me, the undersigned authority, personally appeared William K. Peden to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal the date aforesaid.


MY COMMISSION EXPIRES:



JANET S GAMACHE
My Commission CC416314
Expires Oct. 25, 1998
Bonded by ANB
800-852-5878

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

FILED
98 MAR 11 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PEDMAR II. INC.

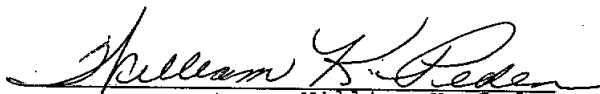
, desiring to organize under the

laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at City of **Ft. Lauderdale**
County of **Broward** State of Florida, has named **William K. Peden**
1905 N. Atlantic Blvd. Suite E 5 D Ft. Lauderdale County of
33305

Broward State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


REGISTERED AGENT- William K. Peden