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Jon C. Hall
Attorney at Law

4100 North Miami Avenue
Suite 103
Miami, Florida 33127

Telephone: (305) 573-0075
Facsimile: (305) 573-0097
March 18, 1998

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

400002464844-2
-03/23/98--01056--002
*****70.00 *****70.00

re: New corporation
983432

Enclosed please find:

01. Articles of incorporation - 2 sets
Seapines Redevelopment Corporation
02. Our check for the filing fees.

FILED
98 MAR 23 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return one stamped set of articles and your verification form with charter number to the above address.

Sincerely,
Jon C. Hall

Jon C. Hall
GAVE
AUTHORIZATION BY PHONE TO
CORRECT add principal
address Article IV
DATE OK
DOC. EXAM OK

FILED

98 MAR 23 PM 12: 27

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEAPINES REDEVELOPMENT CORPORATION

ARTICLE I - NAME

The name of the corporation is SEAPINES REDEVELOPMENT CORPORATION, hereinafter called the "Corporation")

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 6,000 shares of Common Stock, no par value.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The principal business address shall be Suite 103 at 4100 N. Miami Avenue, Miami, Florida 33127.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is located at Suite 103 at 4100 N. Miami Avenue, Miami, Florida 33127, and the initial agent at said address shall be Jon C. Hall

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the ByLaws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Joseph Franklin
Suite 103
4100 N. Miami Avenue
Miami, Florida 33127

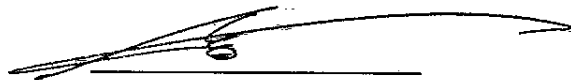
Earl Waller
Suite 103
4100 N. Miami Avenue
Miami, Florida 33127

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Earl Waller
Suite 103
4100 N. Miami Avenue
Miami, Florida 33127

WITNESSETH WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of September, 1998.



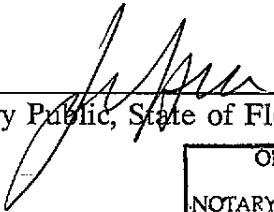
Earl Waller

STATE OF FLORIDA)

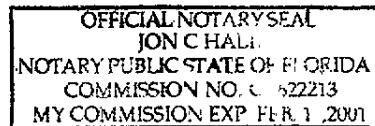
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Earl Waller to me and known by me to be the persons who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 17th day of January, 1998. ~~199~~


Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That SEAPINES REDEVELOPMENT CORPORATION desiring to organize under the laws of the State of Florida, which will have its principal office in Florida and has named Jon C. Hall located at Suite 103 at 4100 N. Miami Avenue Miami, Florida 33127 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 17th day of January, 1998.


Registered Agent

FILED
98 MAR 23 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA