

P98000028537

POWERS & DISQUE, CHARTERED
ATTORNEYS AT LAW

March 24, 1998

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900002469339--3
-03/26/98--01070--001
****122.50 ****122.50

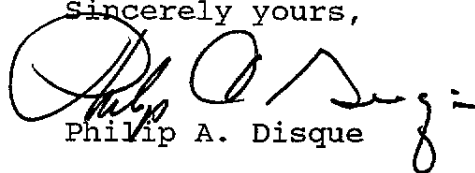
Gentlemen:

Re: Initial Incorporation - EMERALD VISTA, INC.

Enclosed herewith are two originals of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing the Articles and returning one (1) certified copy. Please return the certified copy in the enclosed envelope.

Should you require any additional information regarding the above-referenced matter, please contact us.

Sincerely yours,


Philip A. Disque

Enclosures

FILED
98 MAR 26 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EMERALD VISTA, INC.
A FLORIDA CORPORATION

EFFECTIVE DATE
3-24-98

The undersigned, acting as incorporator of a Florida corporation under the Florida General Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is EMERALD VISTA, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office, mailing address and the initial registered office of the Corporation is 22 Pelican Isle, Ft. Lauderdale, Florida 33301-1522, and the name of the initial registered agent of the Corporation at that address is John C. Elliott.

FILED
98 MAR 26 AM 10:30
STATE OF FLORIDA
TALLAHASSEE

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the director of the Corporation is:

<u>Name</u>	<u>Address</u>
John C. Elliott, President	22 Pelican Isle Ft. Lauderdale, Fl 33301-1522

ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
John C. Elliott, President	22 Pelican Isle Ft. Lauderdale, Fl 33301-1522

ARTICLE VIII

AMENDMENTS

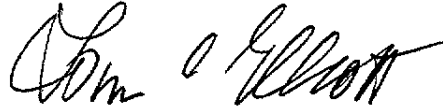
The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE IX

COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence existence on
March 24, 1998.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 24th day of March, 1998.

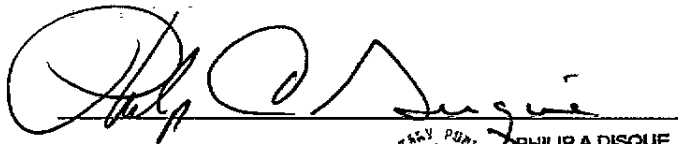


John C. Elliott, President

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take
acknowledgments in the State and County set forth above, personally
appeared John C. Elliott, known to me and known by me to be the
person who executed the foregoing Articles of Incorporation, or who
has produced Fla Drivers Lic No. E430-463-44-053-0 as identification,
and who did (did not) take an oath, and he acknowledged before me
that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 24th day of
March, 1998.



NOTARY PUBLIC



PHILIP A DISQUE
My Commission CC474807
Expires Jul. 20, 1999
Bonded by HAI
800-422-1555

My Commission Expires:

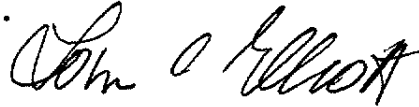
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is: EMERALD VISTA, INC.
2. The name and address of the registered agent and office is:

John C. Elliott 22 Pelican Isle
Ft. Lauderdale, Fl 33301-1522

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 §607.0505, FLORIDA STATUTES.



John C. Elliott

24 MAR 98

DATE

FILED
98 MAR 26 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA