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MINDY FELINTON
ATTORNEY AT LAW
639 EAST OCEAN AVENUE SUITE 402
BOYNTON BEACH, FLORIDA 33425

(561) 732-2982

April 15, 1998

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

RE: P.A.C.E. ASSOCIATES OF the PALM BEACHES, INC.

Dear Sir:

Enclosed for filing are the Articles of Incorporation for the above referenced corporation. Also enclosed is a check for \$70.00 to cover the cost of same. Please return a copy of incorporation to the undersigned.

Thank you in advance for your cooperation in this matter.

Sincerely,


MINDY FELINTON

MF/sb

Enclosures

cc: Elissa Arffa

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-04/20/98--01061--013
*****70.00 *****70.00

FILED
98 APR 20 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mindy Felinton GAVE
AUTHORIZATION BY PHONE TO
^{change}
CORRECT name to: P.A.C.E. Associates of the Palm Beaches, Inc.
DATE 4/23
DOC. EXAM BD

Q4-2498

FILED
98 APR 20 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

P.A.C.E. ASSOCIATES of the PALM BEACHES, INC.

ARTICLE I-NAME

The name of this Corporation is P.A.C.E. ASSOCIATES of the PALM BEACHES, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III-PURPOSE

This Corporation is organized for the following purposes:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV-CAPITOL STOCK

There will be one share issued on this Corporation at this time.

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

65 WILLOW CIRCLE
Boynton Beach, FL 33436

ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 65 Willow Circle, Boynton Beach, FL 33436 and the name of the initial registered agent of this corporation at that address is ELISSA ARFFA.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the directors of the corporation is:

President/Vice President	Elissa Arffa 65 Willow Circle Boynton Beach, FL 33436
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Secretary/Treasurer	Elissa Arffa 65 Willow Circle Boynton Beach, FL 33436
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ARTICLE IX-INCORPORATOR

The name and address of the incorporator signing these articles is:

Elissa Arffa	65 Willow Circle Boynton Beach, FL 33436
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ARTICLE X- INDEMNIFICATION

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

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles this 16th day of April, 1998.

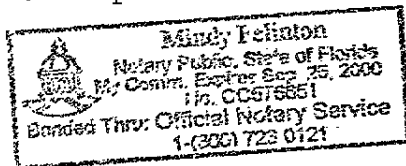
Elissa Arffa

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Elissa Arffa, known by me to be the person who executed the foregoing Articles of Incorporation, and he 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 16th day of April, 1998.

My Commission Expires:



DESIGNATION OF REGISTERED AGENT FOR

P.A.C.E. ASSOCIATES of the PALM BEACHES, INC.

In compliance with Section 48.091, Florida Statutes, P.A.C.E. ASSOCIATES of the PALM BEACHES, INC., desiring to organize and qualify under the laws of the State of Florida, hereby names Elissa Arffa, 65 Willow Circle, Boynton Beach Florida 33436 as its agent to accept service of process within Florida.

DATED: April 16, 1998.

Elissa Arffa
Elissa Arffa
Incorporator

ACCEPTANCE

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.

DATED: April 16, 1998.

Elissa Arffa
Elissa Arffa
Registered Agent

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98 APR 20 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA