

P98000040642



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806613 82509A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 5, 1998

ORDER TIME : 11:04 AM

ORDER NO. : 806613-005

CUSTOMER NO: 82509A

CUSTOMER: Vincent J. Owoc, Esq.
VINCENT OWOC, ESQ.

Suite 203
4801 S. University Drive
Davie, FL 33328

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-05/05/98--01039--015
*****70.00 *****70.00

DOMESTIC FILING

NAME: PALMBROOK INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 2:42

RECEIVED
98 MAY -5 PM 12:02
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

PALMBROOK INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -5 PM 2:42

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby makes, adopts, subscribes and acknowledges before a Notary Public, and files with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE ONE

Name

The name of the corporation is PALMBROOK INC.

ARTICLE TWO

Mailing Address and Principal Office

The mailing address and principal office of the corporation is 14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325

ARTICLE THREE

Purpose

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of Common Stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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 SIX

Registered Office and Agent

The street address of the initial registered office of the corporation is 14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325, and the name of its initial registered agent at that address is JULIE A. DeGREEFF. Notwithstanding the above, this corporation may move the principal office to any other address.

ARTICLE SEVEN

Incorporator

The name and address of the incorporator is:

JULIE A. DeGREEFF

14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325

ARTICLE EIGHT

Directors

The initial board of directors of the corporation shall consist of two directors and such directors shall hold office for the first year of the corporation's existence, or until a successor has 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 by the bylaws of the corporation but shall never be less than one. The name and address of the initial directors are:

JULIE A. DeGREEFF

14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325

and

PATRICIA SANTARCANGELO

12133 NORTHWEST 27TH DRIVE, CORAL SPRINGS, FLORIDA 33065.

ARTICLE NINE

Indemnification

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

ARTICLE TEN

By-laws

The shareholders of the corporation shall have the power to adopt, alter, amend or repeal the by-laws of the corporation.

ARTICLE ELEVEN

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles

of Incorporation this 4th day of May, 1998.

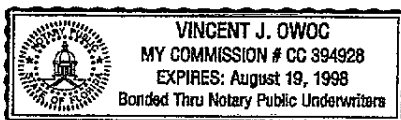

JULIE A. DeGREEFF

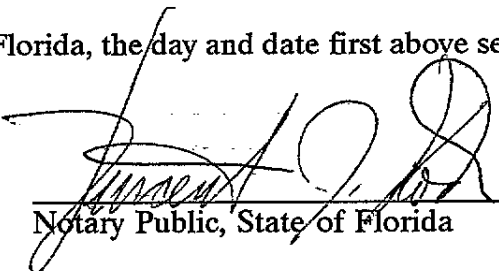
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, JULIE A. DeGREEFF, who is personally known to me or who has produced a Florida Driver's License as identification and who, after being by me first duly cautioned and sworn, deposes and says under oath that she is the party to the foregoing Articles of Incorporation and she executed such articles voluntarily, and that the facts therein are true.

WITNESS my hand and seal at Davie, Florida, the day and date first above set forth.

My commission expires:




Notary Public, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -5 PM 2:42

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PALMBROOK INC.

2. The name and address of the registered agent and office is:

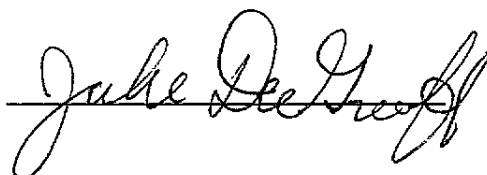
JULIE A. DeGREEFF
(NAME)

14701 SOUTHWEST 20TH STREET
(P.O. BOX NOT ACCEPTABLE)

DAVIE, FLORIDA 33325
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE MAY 4, 1998