

HARRY R. SCHWENCKE P.A.
LAW OFFICES

HARRY R. SCHWENCKE, ESQ.
ANNETTE LUMETTA, Paralegal

P98000045862

May 6, 1998

AIRBORNE EXPRESS

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

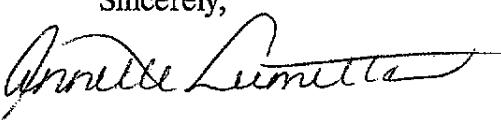
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RE: Huntington ^{PROPERTIES,} ^ Inc. - Articles of Incorporation

Dear Sirs:

Pursuant to the above referenced, enclosed herewith please find the original Articles of Incorporation to be filed by the Secretary of State. Also, attached hereto please find this firms check #5559, in the amount of \$122.50, payable to the Secretary of State. This amount represents the filing fees to file the enclosed Articles of Incorporation and return a Certified Copy back to this office. Upon your receipt and review of this package, should you have any comments or questions concerning this matter, please do not hesitate to immediately contact me. Thank you in advance for your cooperation and expedition of this matter.

Sincerely,



Annette Lumetta, Paralegal

98 MAY 21 AM 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-110660

QMS-21-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1998

KERRY R. SCHWENCKE P.A.
1645 PALM BEACH LAKES BLVD., STE. 720
WEST PALM BEACH, FL 33401

SUBJECT: HUNTINGTON REALTY, INC.
Ref. Number: W98000011066

We have received your document for HUNTINGTON REALTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedea
Document Specialist

Letter Number: 198A00027114

ARTICLES OF INCORPORATION
OF
HUNTINGTON PROPERTIES, INC.

FILED

98 MAY 21 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is HUNTINGTON PROPERTIES, INC., and its principal business address is 1352 U.S. Highway One, Jupiter, Florida 33477.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) per value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite #720, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is KERRY R. SCHWENCKE, Esquire.

ARTICLE VI

Incorporators

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

KERRY R. SCHWENCKE, Esquire	1645 Palm Beach Lakes Boulevard Suite #720 West Palm Beach, Florida 33401
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ARTICLE VII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

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 shareholder(s) is subject to this reservation.

ARTICLE X

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders

or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

ARTICLE XII

Officers and Directors

The Offices of the corporation will be performed by the following individual who is also the Director of the Corporation:

DAVID PRZYSINDA President/Director

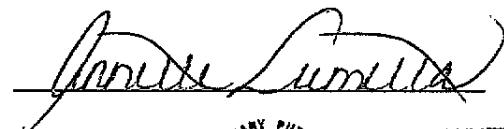
KERRY R. SCHWENCKE Vice President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May, 1998. 

KERRY R. SCHWENCKE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18TH day of May, 1998,
by KERRY R. SCHWENCKE, who is personally known to me or has produced _____
as identification and who did (did not) take an oath.



My Commission Expires:

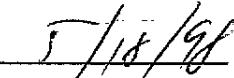
ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By:


KERRY R. SCHWENCKE, Esquire

DATE:


5/18/98

98 MAY 21 AM 11: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED