



ACCOUNT NO. : 072100000032

REFERENCE : 830982 9643A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 26, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 830982-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Linda A. Wilson
SACHS, SAX & KLEIN, P.A.

P. O. Box 810037

Boca Raton, FL 33481-0037

700002534897--3

DOMESTIC FILING

NAME: POLO TRACE AD HOC COMMITTEE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:21

RECEIVED
98 MAY 26 AM 11:29
DIVISION OF CORPORATIONS

5/26/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:21

**ARTICLES OF INCORPORATION
OF
POLO TRACE AD HOC COMMITTEE, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Polo Trace Ad Hoc Committee, Inc. c/o Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Larry Z. Glickman, Esq.

ARTICLE VI

This Corporation shall have at least three (3), but not more than nine (9) directors, with the exact number to be specified by the Board of Directors from time to time.

ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Mr. Murray Stein	7614 Charing Cross Lane, Delray Beach, FL 33446
Mr. Jerome Bercun	7612 Doubleton Dr., Delray Beach, FL 33446
Mr. Martin Grossman	7559 Charing Cross Lane, Delray Beach, FL 33446
Mr. Irwin Wolfson	13626 Weyburne Dr., Delray Beach, FL 33446
Mr. Stewart Rosen	7672 Doubleton Dr., Delray Beach, FL 33446
Ms. Sheila Burg	13632 Weyburne Dr., Delray Beach, FL 33446

ARTICLE VIII

The name and address of the incorporator is: Larry Z. Glickman, Esq., Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member,

may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

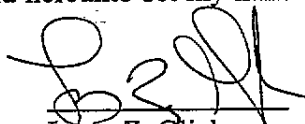
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

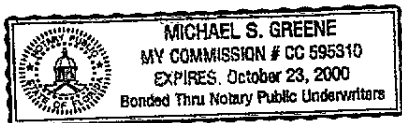
This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.


IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22nd day of May, 1998.


Larry Z. Glickman

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 22nd day of May, 1998, by Larry Z. Glickman, as Incorporator of Polo Trace Ad Hoc Committee, Inc., on behalf of the Corporation. He/she is (personally known to me) (or has produced his drivers license) and did take an oath.




Notary Public
State of Florida at Large
My Commission Expires:

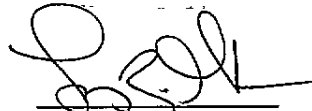
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That Polo Trace Ad Hoc Committee, Inc., desiring to organize under the laws of the State of Florida, has named Larry Z. Glickman as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 22nd day of May, 1998.


Larry Z. Glickman
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:21