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May 26, 1998

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1201 U.S. HIGHWAY ONE
NORTH PALM BEACH, FLORIDA 33408
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PLEASE REPLY TO:

North Palm Beach

Via FedEx

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: K. P. GRACE, ARCHITECTS, P.A.

200002539312--3
-05/28/98--01074--016
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned professional service corporation together with the executed Certificate of Designating Place of Business accepting appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<u>\$78.75</u>

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.

Warren E. Avis, Jr.

Enclosures

FILED
98 MAY 28 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW-2-98

ARTICLES OF INCORPORATION

OF

K. P. GRACE, ARCHITECTS, P.A.

A PROFESSIONAL SERVICE CORPORATION

FILED
98 MAY 28 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is duly licensed to practice architecture in the State of Florida, desiring to form a professional service corporation in accordance with the Florida Business Corporation Act, Chapter 607 Florida Statutes and the Florida Professional Service Corporation Act, Chapter 621 Florida Statutes, hereby makes, acknowledges and files these Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be:

K. P. GRACE, ARCHITECTS, P.A.

ARTICLE II

NATURE OF BUSINESS

The purpose for which this Corporation is organized shall be to engage in the practice of architecture within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock to be issued.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation.

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be: 251 ROYAL PALM WAY, SUITE 301, PALM BEACH, FLORIDA 33480.

The name of the initial registered agent of this Corporation at that address shall be: Katherine P. Grace.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS- NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows: Katherine P. Grace, 251 Royal Palm Way, Suite 301, Palm Beach, Florida 33480.

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are: Katherine P. Grace, 251 Royal Palm Way, Suite 301, Palm Beach, Florida 33480.

ARTICLE IX

PROFESSIONAL SERVICES

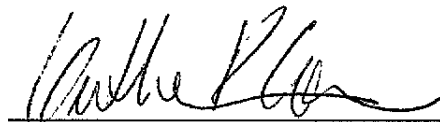
The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice architecture within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of the practice of architecture.

ARTICLE X

AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, this 26 day of MAY, 1998.



Katherine P. Grace

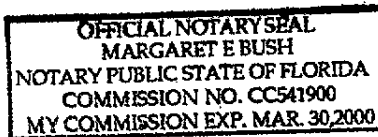
STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

Before me personally appeared Katherine P. Grace, to me well known to be the person described in and who produced PERSONALLY KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 26 day of MAY, 1998.

Margaret E. Bush
Notary Public, State of Florida at Large

My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE
SERVED


In compliance with Section 607.0505 of the Florida Business Corporation Act, the following is submitted: **K. P. GRACE, ARCHITECTS, P.A.**, with its place of business at 251 Royal Palm Way, Suite 301, Palm Beach, FL 33480, has named Katherine P. Grace, located at 251 Royal Palm Way, Suite 301, Palm Beach, FL 33480 as its agent to accept service of process within Florida.

Dated: MAY 26, _____, 1998


Katherine P. Grace
Incorporator

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 Section 607.0505 of the Florida Business Corporation Act.

Dated: MAY 26 _____, 1998


Katherine P. Grace
Registered Agent

FILED
98 MAY 28 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA