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CHARTERED

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PLEASE REPLY TO:

POST OFFICE BOX 3686

VERO BEACH, FLORIDA 32964

June 12, 1998

*BOARD CERTIFIED REAL ESTATE LAWYER

**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

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

100002559851--6
-06/15/98--01085--006
***122.50 ***122.50

Re: 3 ROYAL PALM POINTE, INC.


Dear Sir or Madam:

With regard to the above, enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$122.50, which represents the filing fee and certified copy fee.

Upon receipt and assignment of Charter Number, please return to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

/mjlw

Enclosures

cc/enc: Mr. Ferguson E. Peters
Mr. Frederick C. Peters, II
Mr. Charles J. Bradshaw
Mr. Donald C. Proctor

FILED
98 JUN 15 AM 9:08
STATE
TALLAHASSEE, FLORIDA

OB
5-15-98

ARTICLES OF INCORPORATION

OF

3 ROYAL PALM POINTE, INC.

FILED
98 JUN 15 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be 3 ROYAL PALM POINTE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be c/o Mr. Fred C. Peters, II, 1401 Highway A1A, Second Floor, Vero Beach, Florida 32963.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is by the shareholders at the annual shareholders' meeting. The names and post office addresses of the initial directors of this corporation who shall hold office until new successor(s) are elected and qualified are:

Charles J. Bradshaw, 500 Azalea Lane, Vero Beach, FL 32963
Ferguson E. Peters, Post Office Box 3527, Vero Beach, FL 32964
Frederick C. Peters, II, 1401 Highway A-1-A, Second Floor, Vero Beach, FL 32963
Donald C. Proctor, 1401 Highway A1A, Third Floor, Vero Beach, FL 32963

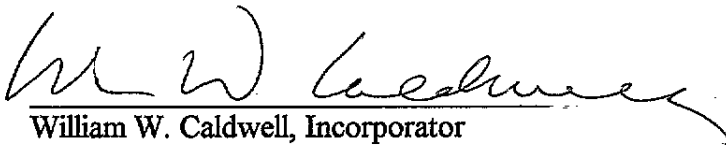
ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Florida 32963.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are William W. Caldwell, Post Office Box 3686, Vero Beach, Florida 32964.


William W. Caldwell, Incorporator

June 12, 1998
Date

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.


William W. Caldwell, Registered Agent

June 12, 1998
Date

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98 JUN 15 AM 9:08
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TALLAHASSEE, FLORIDA