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TEXESX98 FLORIDA DIVISION OF CORPORATIONS
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((H98000011311 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: PEMBROKE PARTNERS II, INC. AUDIT NUMBER.....H98000011311 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PEMBROKE PARTNERS II, INC.

ARTICLE I - NAME

The name of this Corporation is Pembroke Partners II, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - BUSINESS AND PURPOSE

This Corporation is organized for the following purposes:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE 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 already holds, shall have the right to purchase his 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 VI - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is set forth below, which office may be changed from time to time by the Directors of the Corporation:

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309 and the name of the initial registered agent of this corporation at that address is Robert S. Forman, Esquire.

PREPARED BY: Robert S. Forman, Esquire
ROBERT S. FORMAN, P.A. Florida Bar No.: 314617
2101 W. COMMERCIAL BLVD., #4100
FT. LAUDERDALE, FL 33309
954-733-0000

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Robert S. Forman, Esquire
2101 West Commercial Blvd.
Suite 4100
Fort Lauderdale, FL 33309


ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - 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 shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of June, 1998.



Robert S. Forman
Incorporator


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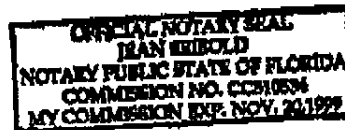
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared , known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of June, 1998.


Notary Public
State of Florida at Large

My Commission Expires:



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**DESIGNATION OF REGISTERED AGENT FOR
PEMBROKE PARTNERS II, INC.**

In compliance with Section 48.091, Florida Statutes, Pembroke Partners II, Inc., desiring to organize and qualify under the laws of the State of Florida, hereby names Robert S. Forman, Esquire, located at 2101 West Commercial Boulevard, Suite 4100, Fort Lauderdale, Florida 33309 as its agent to accept service of process within Florida.

DATED: June 17, 1998


Robert S. Forman
Incorporator

ACCEPTANCE

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.

DATED: June 17, 1998


Robert S. Forman, Esquire
Registered Agent

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