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Of Counsel

NEAL R. SONNETT

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A. JACQUELINE DEL CRISTO

MICHELLE ASHBY DELANCY

ADRIAN C. DELANCY

June 18, 1998

VIA U.S. MAIL

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

P980000055761

Re: Filing of PALM GARDEN II, INC.

700002567707--4
-06/22/98--01058--007
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and a check in the amount of \$122.50 for the above-referenced corporation to be incorporated.

I kindly ask that you please return the certified copy in the enclosed self-addressed envelope.

Should you have any questions, please feel free to contact our office.

Very truly yours,

DE LA O, MARKO & WANG

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/lm

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:24

RP
06-23-98

ARTICLES OF INCORPORATION

OF

PALM GARDEN II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 22 AM 9:24

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Palm Garden II, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these articles.

ARTICLE III

The street address of the principal office of the Corporation is c/o Ana Alvarez, 1255 West 64 Terrace, Hialeah, FL 33012.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2 South Biscayne Blvd., One Biscayne Tower, Suite 2600, Miami, Florida 33131-1802. The initial registered agent for the Corporation at that address is Jacqueline del Cristo, Esq.

ARTICLE VI

The names and street addresses of the persons signing these articles of incorporation is:

Name

Address

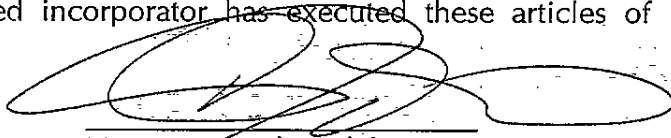
Jacqueline del Cristo, Esq.

2 South Biscayne Blvd.,
One Biscayne Tower, Suite 2600,
Miami, Florida 33131-1802

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16 day of June, 1998.


Name: Jacqueline del Cristo, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Palm Garden II, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Jacqueline del Cristo, Esq.

Date: 6/16/98

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98 JUN 22 AM 9:24