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WRITER'S DIRECT DIAL NO.:
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July 13, 1998

VIA FEDERAL EXPRESS

Secretary of State
Florida Department of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

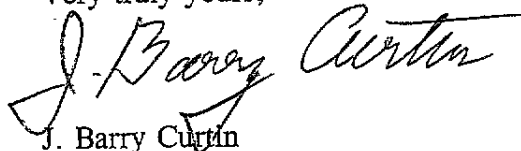
RE: Seabreeze Associates of Palm Beach, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with our firm's check in the amount of \$122.50 for the cost of filing same. Please return the certified copy of the Articles to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


J. Barry Curtin

JBC:gaj
Enclosures

FILED
98 JUL 14 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SEABREEZE ASSOCIATES OF PALM BEACH, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be SEABREEZE ASSOCIATES OF PALM BEACH, INC. The principal office and mailing address of the corporation is 411 Seabreeze Avenue, Palm Beach, Florida 33480.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 411 Seabreeze Avenue, Palm Beach, Florida 33480, and the name of the initial registered agent at such address is Douglas A. Kass.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

Douglas A. Kass
411 Seabreeze Avenue
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
Douglas Kass, 411 Seabreeze Avenue, Palm Beach, Florida 33480.

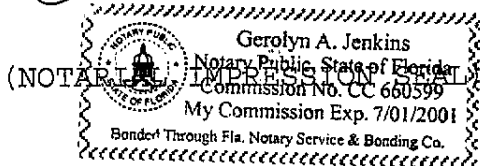
IN WITNESS WHEREOF, we have made and subscribed these Articles
this 12th day of July, 1998.

[Signature]
Douglas Kass, Incorporator/Director

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

Before me personally appeared Douglas Kass to me well known
and known to me to be the person described in and who executed the
foregoing instrument, and acknowledged to and before me that he
executed said instrument for the purposes therein expressed. He is
personally known to me or produced
as identification.

WITNESS my hand and official seal this 12th day of
July, 1998.



[Signature]
NOTARY PUBLIC
My Commission Expires:

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
THESE ARTICLES OF INCORPORATION.

[Signature]
DOUGLAS KASS

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