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September 1, 1998

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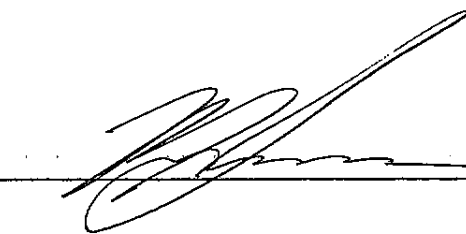P.O. Box 6327
Tallahassee, FL. 32314

Re: PRESTIGE INLET ESTATES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of $122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named Corporation.

Very Truly Yours.

PRESTIGE INLET ESTATES, INC.
Corporation

3950 Lewis Speedway, St. Augustine, Fl. 32095
Mailing Address

904-824-3113
Phone Number

ARTICLES OF INCORPORATION

of

PRESTIGE INLET ESTATES, INC.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PRESTIGE INLET ESTATES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ___100___ shares of common stock, par value $ ___1.00___ per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	3950 Lewis Speedway		
CITY St. Augustine	FLORIDA	ZIP	32095

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Robert J. L. Laurence		
ADDRESS	509 Turnberry Lane		
CITY St. Augustine	FLORIDA	ZIP	32084

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ___two___ (__2__) directors 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). The names and addresses of the initial director(s) of the corporation are as follows:
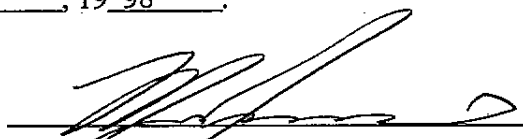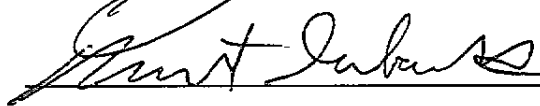
NAME	Robert J. L. Laurence				
ADDRESS	509 Turnberry Lane				
CITY	St. Augustine,	STATE	Florida	ZIP	32084
NAME	Robert Graubard				
ADDRESS	33 Water Street				
CITY	St. Augustine,	STATE	Florida	ZIP	32084
NAME					
ADDRESS					
CITY		STATE		ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Robert J. L. Laurence				
ADDRESS	509 Turnberry Lane				
CITY	St. Augustine	STATE	Florida	ZIP	32084
NAME	Robert Graubard				
ADDRESS	33 Water Street				
CITY	St. Augustine	STATE	Florida	ZIP	32084
NAME					
ADDRESS					
CITY		STATE		ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this ___1st___

day of ___September___, 19_98_.

_____ (Signature)

_____ (Signature)

_____ (Signature)

FILED 98 SEP -4 AM 9:30 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

PRESTIGE INLET ESTATES, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation
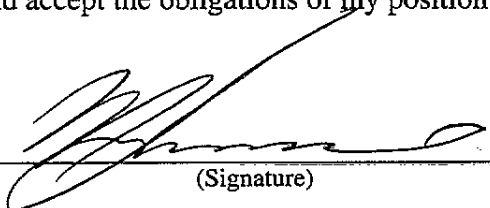
at _____3950 Lewis Speedway_____

_____St. Augustine, Fl. 32095_____

has named _____Robert J. L. Laurence_____

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

_____   September 1 1998
(Signature)   (Date)