

P98000080513

September 11, 1998

Department of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32301



RE: Palmetto Partnership, Inc.

200002638252--1
-09/14/98--01070--012
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation, which designates the initial Registered Agent in Article IV.

Also enclosed is a check in the amount of \$122.50 covering the following:

Filing Fee	35.00
Filing Fee for Registered Agent	35.00
Cost of Certified Copy	52.50

TOTAL \$122.50

Please forward the certified copy to the following address:

Robert P. Miller
105 East Robinson Street
Suite 300
Orlando, FL 32801

Thank you.

Sincerely,

Robert P. Miller

FILED
98 SEP 14 AM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
9-17-98
3

ARTICLES OF INCORPORATION
OF
PALMETTO PARTNERSHIP, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is PALMETTO PARTNERSHIP, INC., whose principal office address is 105 E. Robinson St., Suite 300, Orlando, FL 32801.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. This stock shall be issued as "small business corporation" stock in accordance with a plan under provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 105 E. Robinson St., Suite 300, Orlando, FL 32801, and the name of the initial registered agent of the corporation at that address is Robert P. Miller.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 at the price at which it is offered to others.


ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Robert P. Miller, 105 E. Robinson St., Suite 300, Orlando, FL 32801..

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this the 11th day of September, 1998.



ROBERT P. MILLER

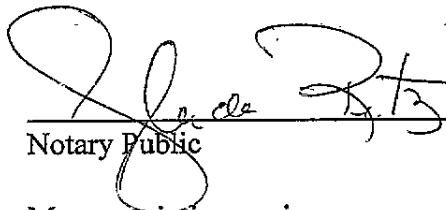
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared ROBERT P. MILLER, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 11th day of September, 1998.



GLEENDA RITZ
My Commission CC498362
Expires Nov. 13, 1999

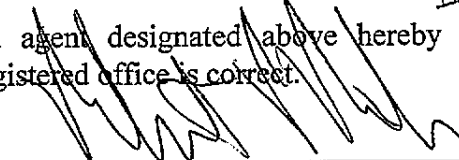


Notary Public
My commission expires:

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98 SEP 14 AM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the registered agent designated above hereby accepts the appointment and states that the address of the registered office is correct.



ROBERT P. MILLER