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CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR

September 14, 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Take 2 Realty Corp.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check #30028 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Tepps, Esq.

FILED
98 SEP 17 AM 11:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JLT/ps
Enclosures: as noted

OB
9-21-98

ARTICLES OF INCORPORATION OF

TAKE 2 REALTY CORP.

ARTICLE I

NAME

The name of the corporation is TAKE 2 REALTY CORP.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE V

CORPORATE OFFICE

The address of the corporate office is 5220 Las Verdes Circle, Suite 321, Delray Beach, Florida 33484 or as otherwise reflected in the annual report.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5220 Las Verdes Circle, Suite 321, Delray Beach, Florida 33484 and the name of the initial Registered Agent of this corporation at that address is Scott Worobey.

ARTICLE VII

INITIAL BOARD OF DIRECTOR/INCORPORATOR

The corporation shall have two 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 nor more than three. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
LEONARD STRACHMAN	5220 Las Verdes Circle Suite 321 Delray Beach, Florida 33484
SCOTT D. WOROBAY	5220 Las Verdes Circle Suite 321 Delray Beach, Florida 33484

ARTICLE VIII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of September, 1998.


SCOTT D. WOROBEY

STATE OF FLORIDA)
COUNTY OF BROWARD)

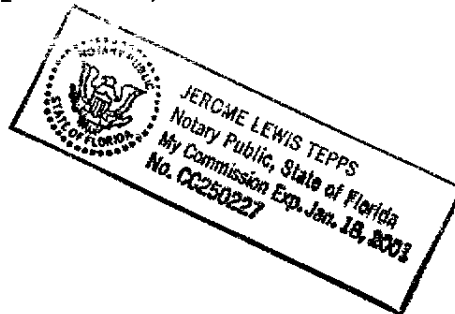
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT D. WOROBEY known to me and known by me or who produced Florida Driver's license as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 14 day of September, 1998.



Notary Public/State of Florida

my commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

TAKE 2 REALTY CORP. desires to organize under the Laws of
the State of Florida with its registered office as indicated in
the Articles of Incorporation at 5220 Las Verdes Circle Suite
321, Delray Beach, Florida 33484 and has named Scott D. Worobey
located at 5220 Las Verdes Circle, Suite 321, Delray Beach,
Florida 33484 as its Agent to accept service of process within
this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.


SCOTT D. WOROBEY

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98 SEP 17 AM 11:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA