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September 23, 1998

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****122.50 ****122.50

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

RE: SEAPOINTE MANAGEMENT CORPORATION

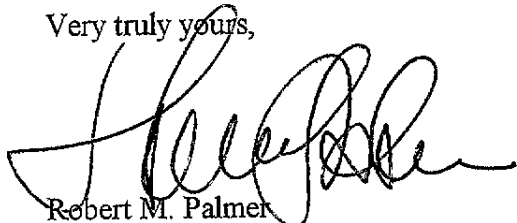
Gentlemen:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above.
2. Our check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles to the undersigned together with the Certificate of Incorporation.

Very truly yours,



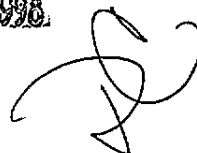
Robert M. Palmer

RMP/al
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEP 29 1998

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*Articles of Incorporation
Of
Seapointe Management Corporation*

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

*Article I
Name*

The name of the corporation shall be:

SEAPOINTE MANAGEMENT CORPORATION

*Article II
Principal Office*

The principal place of business and mailing address of this corporation shall be:

20939 NORTHEAST 38th AVENUE
AVENTURA, FL 33180

*Article III
Capital Stock*

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

1,000

*Article IV
Initial Registered Agent & Address*

The name and address of the initial registered agent is:

Robert M. Palmer, Esq.
Robert M. Palmer, P.A.
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

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TALLAHASSEE FLORIDA

Article V
Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Robert M. Palmer, P.A.
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 23rd day of September, 1998.

ROBERT M. PALMER, P.A.

BY: 

ROBERT M. PALMER

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Seapointe Management Corporation.
2. The name and address of the registered agent and office is:

Robert M. Palmer, P.A.
4800 N. Federal Highway, Suite 200-E
Boca Raton, FL 33431

ROBERT M. PALMER, P.A.

BY: 

ROBERT M. PALMER, ESQ.

September 23, 1998

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.

ROBERT M. PALMER, P.A.

BY: 

ROBERT M. PALMER, ESQ.

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