THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 980251 11381A

AUTHORIZATION :

ORDER DATE: September 30, 1998

ORDER TIME : 9:14 AM

CORPORATION

ORDER NO. : 980251-005

CUSTOMER NO: 11381A

CUSTOMER: Ms. Ellen Calleja GARY DYTRYCH & RYAN

Suite 402

701 U.s. Highway 1 North Palm Beac, FL 33408

DOMESTIC FILING

NAME:

PALM COLLECTION, INC.

EFFECTIVE DATE:

100002653111--0

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

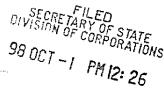
__ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

PALM COLLECTION, INC. -

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: PALM COLLECTION, INC.

The address of the principal office of this corporation shall be 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408, and the mailing address of the corporation shall be the same.

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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Lawrence W. Smith 701_U.S. Highway One, Suite 402
Pres/Director North Palm Beach, Florida 33408

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

DIVISION OF CORPORATIONS

98 OCT - 1 PM 12: 26

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these_Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 1, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar