

DAVID J. WIENER, P.A.

COUNSELOR AT LAW

SUITE 280

2401 PGA BOULEVARD

PALM BEACH GARDENS, FLORIDA 33410

Tel (561) 624-2988

Fax (561) 624-9507

E-mail dwiener@ix.netcom.com

DAVID J. WIENER
BOARD CERTIFIED REAL ESTATE LAWYER
ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

FILED
99 APR 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99 000039587

March 30, 1999

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Centrefund Development (Florida) Corp.

400002825234--0
-03/31/99--01055--015
*****122.50 *****78.75

Dear Sir/Madam:

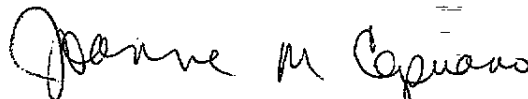
Enclosed please find an original and one copy of Articles of Incorporation for Centrefund Development (Florida) Corp. to be filed. Also enclosed is this firm's check in the amount of \$122.50 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

DAVID J. WIENER, P.A.



Joanne M. Capuano, Assistant

/jmc
Encl.

W99-8/20



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 1999

JOANNE M. CAPUANO
DAVID J. WEINER, P.A.
2401 PGA BLVD., STE. 280
PALM BEACH GARDENS, FL 33410

SUBJECT: CENTREFUND DEVELOPMENT (FLORIDA) CORP.
Ref. Number: W99000008120

We have received your document for CENTREFUND DEVELOPMENT (FLORIDA) CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 299A00017148

ARTICLES OF INCORPORATION
OF
CENTREFUND DEVELOPMENT (SOUTHEAST FLORIDA) CORP.

FILED
99 APR 30 AM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be CENTREFUND DEVELOPMENT (SOUTHEAST FLORIDA) CORP. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent at such address is David J. Wiener, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston
c/o Centrecorp Management Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

Larry Bernick
c/o Centrecorp Management Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

Peter F. Cohen
c/o Centrecorp Management Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: David J. Wiener, Esq., David J. Wiener, P.A., 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 26th day of March, 1999.

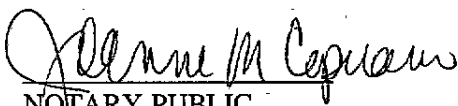


DAVID J. WIENER, ESQ.

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

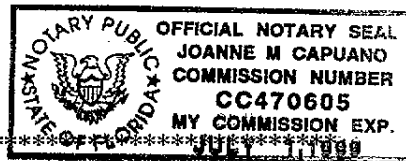
Before me personally appeared David J. Wiener, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 26th day of March, 1999.



NOTARY PUBLIC
My Commission Expires:

(NOTARIAL SEAL)



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
THESE ARTICLES OF INCORPORATION.



DAVID J. WIENER