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RYAN & RYAN

ATTORNEYS AT LAW

A PROFESSIONAL ASSOCIATION

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NORTH PALM BEACH,
FLORIDA 33408

JAMES D. RYAN

PHONE: (561) 691-1766
FAX: (561) 691-1355

May 6, 1999

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

RE: Palm Beach Consulting & Construction, Inc.

Dear Ladies and Gentlemen:

Enclosed please find a check in the amount of $122.50 along with Articles of Incorporation for the referenced company. Would you please file the Articles and return them to us in the enclosed stamped self addressed envelope.

Thank you very much. If there are any questions, please give me a call at 561-691-1766.

Sincerely,

Pat Robinson

Secretary to JAMES D. RYAN

99 MAY 18 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

RECEIVED
99 MAY 18 PM 12:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/18/99

ARTICLES OF INCORPORATION
OF
PALM BEACH CONSULTING & CONSTRUCTION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: PALM BEACH CONSULTING & CONSTRUCTION, INC., and the principal place of business and mailing address of this Corporation shall be 300 Norfolk Road, Jupiter, Florida 33469.

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Stock

The aggregate number of share which this Corporation shall have authority to issue is 7,500 shares of common voting stock at $1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 300 Norfolk Road, Jupiter, Florida, and the name of its initial registered agent at that address is Karen Thea Lucciola.

ARTICLE VIII - Incorporators

The names and address of the incorporators are:

Name	Address
Karen Thea Lucciola	300 Norfolk Road Jupiter, Florida 33469

ARTICLE IX
Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XI - Indemnification

Subject to the qualifications contained in Section 60.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

DATED this 12 day of May, 1999.

Karen Thea Lucciola

KAREN THEA LUCCIOLA
Incorporator

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS

I, KAREN THEA LUCCIOLA, President/Secretary and Director of PALM BEACH CONSULTING & CONSTRUCTION, INC. a corporation duly organized and existing under and by virtue of the laws of the State of Florida, do hereby certify that the following resolutions were duly adopted in accordance with the By-laws of the Corporation by action taken pursuant to written consent without meeting of the Board of directors of said Corporation, in accordance with Articles of Incorporation and By-laws of the Corporation:

RESOLVED: That the Corporation hereby approves the establishment of a corporate bank account at NationsBank pursuant to the account documents required therefore.

FURTHER RESOLVED: That the Corporation execute any and all documents, contracts, commitments, agreements and instruments required in order to open said account, and that the Corporation perform any and all obligations and exercise any and all rights created under or by virtue of the said documents and instruments.

FURTHER RESOLVED: That the following respective incumbent officer of the corporation is hereby authorized to execute on behalf of the Corporation all documents necessary to comply with this resolution and to be the authorized signatory on said account.

KAREN THEA LUCCIOLA, as its President/Secretary

I FURTHER CERTIFY that the meeting of the Board of Directors at which the foregoing resolution was adopted was regularly called and held in accordance with the charter and by-laws of the Corporation that said resolution has not been rescinded or countermanded by the Board of Directors.

DATED at Jupiter, Florida on this 12 day of May, 1999.

PALM BEACH CONSULTING &
CONSTRUCTION, INC., a Florida corporation

By: Karen Thea Lucciola
KAREN THEA LUCCIOLA
President/Secretary

(corporate seal)

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

The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

PALM BEACH CONSULTING & CONSTRUCTION, INC., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 300 Norfolk Road, Jupiter, Florida, has named Karen Thea Lucciola located at 300 Norfolk Road, Jupiter, Florida 33469, as its initial Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 9:00 a.m. to 5:00 each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 12 day of May, 1999.

Karen Thea Lucciola

KAREN THEA LUCCIOLA

APPROVED AND FILED
99 MAY 18 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA