

LAW OFFICES
BLAXBERG & GRAYSON

PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

TELEPHONE: (305) 381-7979
TELECOPY: (305) 371-6816

I. BARRY BLAXBERG
DIRECT LINE: 381-7979 Ext. 309

P99000046560
May 18, 1999

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Las Palmas Investments, Inc.
Our File 1339-7

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$87.50 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$ 8.75
Registered Agent Designation	\$35.00
Certificate of Good Standing	\$ 8.75
TOTAL	\$ 87.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

I. Barry Blaxberg

Enclosure
IBB/rk 48378

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-05/20/99--01003--004
*****87.50 *****87.50

FILED
99 MAY 19 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/24/99
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ARTICLES OF INCORPORATION OF
LAS PALMAS INVESTMENTS, INC.

FILED
89 MAY 19 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be: LAS PALMAS INVESTMENTS, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Jeffrey Sherman, 168 SE 1st Street, Suite 704, Miami, Florida 33131.

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 168 SE 1st Street, Suite 704, Miami, Florida 33131.

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name	Address
Jeffrey Sherman	168 SE 1 st Street, Suite 704 Miami, Florida 33131

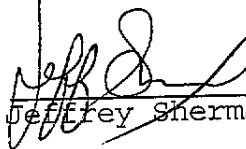
The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Jeffrey Sherman	168 SE 1 st Street, Suite 704 Miami, Florida 33131

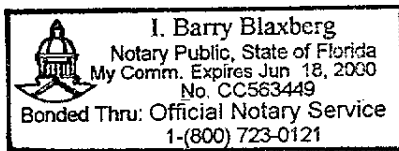
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

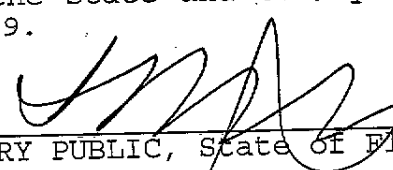

Jeffrey Sherman

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

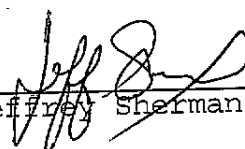
BEFORE ME, the undersigned authority, appeared JEFFREY SHERMAN, who is personally known to me or who has produced as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 18th day of May, 1999.




NOTARY PUBLIC, State of Florida
Print Name: _____
My Commission Expires: _____

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Jeffrey Sherman, Registered Agent

1339-7CORP4.MTG\IBB/rk 48379

FILED
99 MAY 19 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA