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LAW OFFICES

GARY J. NAGLE

ATTORNEY AT LAW

14255 U.S. HIGHWAY ONE

SUITE 223

JUNO BEACH, FL 33408

June 2, 1999

(561) 626-0270

FAX 626-1244

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

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-06/03/99--01054--012
*****78.75 *****78.75

RE: ATLANTIC REAL ESTATE ASSOCIATES, INC.

Dear Sirs:

Enclosed please find original executed Articles of Incorporation for the incorporation of ATLANTIC REAL ESTATE ASSOCIATES, INC.

Also enclosed please find a check for \$78.75 representing the statutory filing fee for the above referenced Florida for profit corporation.

Please return a certified copy of the Articles of Incorporation to this office for our corporate record book.

Sincerely yours,



Gary J. Nagle

FILED
99 JUN -3 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 8 1999

FILED
99 JUN -3 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIC REAL ESTATE ASSOCIATES, INC.

ARTICLE I

The name of this corporation shall be ATLANTIC REAL ESTATE ASSOCIATES, INC., and the principal place of business will be 2155 South Ocean Blvd., #14, Delray Beach, FL 33483.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have at any time is One Hundred (100) shares of common stock, \$1.00 par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 2155 South Ocean Blvd., #14, Delray Beach, FL 33483; and the initial registered agent of this corporation at such office shall be Gary J. Nagle, Esquire, who upon accepting this designation agrees to comply with the provisions of Sections 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than three (3). The name and address of the Director constituting the initial Board of Directors is: Vaughan Spalding, 2155 South Ocean Blvd., #14, Delray Beach, FL 33483.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is: Vaughan Spalding, 2155 South Ocean Blvd., #14, Delray Beach, FL 33483.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true. Accordingly, he has set his hand and seal this 26th day of MAY, 1999.

Vaughan Spalding
VAUGHAN SPALDING

STATE OF FLORIDA

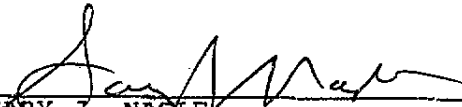
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on this 26th day of May, 1999 by VAUGHAN SPALDING who is personally known to me or who has produced _____ as identification.

Notary Public
[Signature]
JUNE A. BLAKE
CC 659566
17, 2001
THRU
JUNE A. BLAKE, INC.
COMMISSION # CC 659566
EXPIRES JUL 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for the corporation known as ATLANTIC REAL ESTATE ASSOCIATES, INC.



GARY J. NAGLE
REGISTERED AGENT

FILED
99 JUN -3 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA