



THE UNITED STATES
CORPORATION
COMPANY

1999000051651

FILED

99 JUN -8 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 266493 87551A

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 78.75

ORDER DATE : June 8, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 266493-005

CUSTOMER NO: 87551A

CUSTOMER: Joan V. Dalie, Legal Asst
LAWRENCE B. JURAN, PA
LAWRENCE B. JURAN, PA
17th Floor
222 Lakeview Avenue
West Palm Beach, FL 33401

400002898024--7

DOMESTIC FILING

NAME: DESERT SPRINGS EQUITY
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 6/8/99
(S)

* File 1st

**ARTICLES OF INCORPORATION
OF
DESERT SPRINGS EQUITY CORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Desert Springs Equity Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Patrick J. DiSalvo
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less

than one (1). The name and address of the initial director of the Corporation are:

NAME

ADDRESS

Bruce A. Rendina

222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 7th day of June, 1999.



Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF ITS DUTIES.

Dated this 7th day of June, 1999.

REGSERV CORP., a Florida corporation

By: _____

Patrick J. DiSalvo, Vice President