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BRUCE R. ABERNETHY, JR., P.A.

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900 VIRGINIA AVENUE

PROFESSIONAL CENTRE, SUITE 6

FORT PIERCE, FLORIDA 34982

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July 1, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002923435--3

-07/06/99-01071-018

*****78.75 *****78.75

Re: Palm Apartments, Inc.

Dear Sir/Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A.	Articles Of Incorporation filing fee:	\$35.00
B.	Certified copy of Articles Of Incorporation:	8.75
C.	Registered Agent Designation Filing Fee:	35.00
		<hr/>
		\$78.75

FILED
99 AUG 10 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


Bruce R. Abernethy, Jr.

CAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 7-12-99
DOC. EXAM CB

BRA/jlb
Enclosures

K. Roffe AUG 11 1999

W99-15918
CB



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 12, 1999

BRUCE R. ABERNETHY, JR., P.A.
900 VIRGINIA AVE.
FORT PIERCE, FL 34982

SUBJECT: PALM APARTMENTS, INC.
Ref. Number: W99000015918

We have received your document for PALM APARTMENTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 099A00035781

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PEACOCK APARTMENTS, INC.**

ARTICLE I - NAME

The name of the corporation is PEACOCK APARTMENTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue One Thousand (1,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent and principal office of this corporation is 1914 Esplanade Avenue, Fort Pierce, FL 34982, and the name of the initial registered agent of this corporation at that address is Paul B. Hopper. The mailing address of the Corporation is 1914 Esplanade Avenue, Fort Pierce, FL 34982.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Paul B. Hopper	1914 Esplanade Avenue Fort Pierce, FL 34982
Janice M. Hopper	1914 Esplanade Avenue Fort Pierce, FL 34982

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Janice M. Hopper	1914 Esplanade Avenue Fort Pierce, FL 34982
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ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Paul B. Hopper	President
Janice M. Hopper	Secretary

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of August, 1999.

Janice M. Hopper
Janice M. Hopper

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JANICE M. HOPPER, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3rd day of August, 1999.

Jane L. Brock
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

Printed, Typed, or Stamped Name of
Notary)

NOTARY STAMP:



Jane L. Brock
MY COMMISSION # CC799916 EXPIRES
February 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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

In accordance with the provisions of Chapter 48.091, Florida Statutes, PEACOCK APARTMENTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named JANICE M. HOPPER, whose address is 1914 Esplanade Avenue, Fort Pierce, FL 34982 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 8-3-99

Janice M. Hopper
JANICE M. HOPPER

FILED
99 AUG 10 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA