



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 342879 130826A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : August 16, 1999

ORDER TIME : 3:0 PM

ORDER NO. : 342879-005

CUSTOMER NO: 130826A

CUSTOMER: Mr. Allen A. Steinhorn
ALLEN STEINHORN & CO., INC.
ALLEN STEINHORN & CO., INC.
Suite 510
1001 North U.S. Highway One
Jupiter, FL 33477

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: F & L PALM BEACH PARTNERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 8/16/99

ARTICLES OF INCORPORATION
OF
F & L PALM BEACH PARTNERS, INC.

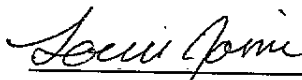
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of this Corporation is F & L Palm Beach Partners, Inc.
- SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value of one dollar per share.
- FOURTH: The Corporation's principal place of business is 1001 No. U.S. Hwy. One, Suite 510, Jupiter, FL 33477.
- FIFTH: The street address of the initial registered office of this Corporation is 1001 No. U.S. Hwy. One, Suite 510, Jupiter, FL 33477 and the agent of this Corporation at that address is Louis Ioime.
- SIXTH: This Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is Louis Ioime, 1001 No U.S. Hwy One, Suite 510, Jupiter, FL 33477.
- SEVENTH: The name and address of the incorporator of this Corporation is Louis Ioime, 1001 No. U.S. Hwy. One, Suite 510, Jupiter, FL 33477.
- EIGHTH: This Corporation shall indemnify, defend, and save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.
- NINTH: This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of August, 1999.


Louis Ioime

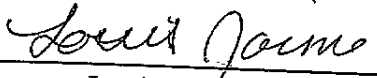
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, having been named to accept service of process for F & L Palm Beach Partners, Inc. at the place designated in the certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.



Louis Ioime