Requestore Name

Address

City

Charter Number Only

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CORPORATION(S) NAME

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		99 AUG 26 SECRETAL ALLAHAS
() Profit () NonProfit () Foreign	() Amendment	() Merger FRI
() Limited Partnership () Reinstatement Certified Copy	() Annual Report () Reservation () Photo Copies	() Other () Change of Registered Agent () Certificate Under See Al C 26 () After 4:30 SS C 26
() Call When Ready	() Call If Problem	() Certificate Under State CE VED () After 4:30 SEATE OF STATE
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Acknowledgment W.P. Varifier		

ARTICLES OF INCORPORATION

of

PLEASURE PALMS INC.



We, the undersigned, have executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PLEASURE PALMS INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing of the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL PRINCIPAL OFFICE AN AGENT

The street address of the initial principal office of this corporation is 284 Cypress Point Drive, Palm Beach Gardens, FL 33418, and the name of the initial registered agent of this corporation at that address is GEORGE E. ROBERTS.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have 1 Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses for the initial Board of Directors of this corporation are:

Name:

GEORGE E. ROBERTS

Title:

PRESIDENT

Address:

284 CYPRESS POINT DRIVE

PALM BEACH GARDENS, FL 33418

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Name:

GEORGE E. ROBERTS

Address: -

284 CYPRESS POINT DRIVE

PALM BEACH GARDENS, FL 33418

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this $\underline{\nu}$, day of AUGUST 1999.

GEORGE E. ROBERTS, Subscriber

STATE OF FLORIDA

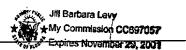
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE E. ROBERTS, who proved to me by identification that he is the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State of Florida and County of Palm Beach FL aforesaid, this ____, day of AUGUST 1999.

My commission expires November 29, 2001.

(Seal)



Notary Public

State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48-091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT PLEASURE PALMS INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 284 CYPRESS POINT DRIVE, PALM BEACH GARDENS FL 33418, HAS NAMED GEORGE E. ROBERTS OF 284 CYPRESS POINT DRIVE, PALM BEACH GARDENS FL 33418, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE_

RESIDENT/GEÖRGE E. ROBERTS

DATE: AUGUST 25, 1999

99 AUG 26 AM IO: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA