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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 378913 7193615

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 1999

ORDER TIME : 12:24 PM

ORDER NO. : 378913-055

CUSTOMER NO: 7193615

CUSTOMER: Mr. J. Augsback
JACK AUGSBACK & COMPANY, LLC
JACK AUGSBACK & COMPANY, LLC
580 Village Blvd, Suite 140

West Palm Beach, FL 33409

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 PM 3:02

DOMESTIC FILING

NAME: VILLAGE III ACQUISITION
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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

VILLAGE III ACQUISITION CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VILLAGE III ACQUISITION CORPORATION

The address of the principal office of this corporation shall be 580 Village Boulevard, Suite 140, West Palm Beach, Florida 33409, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock having no par value per share, and 50,000,000 shares of preferred stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 580 Village Boulevard, Suite 140, West Palm Beach, Florida 33409, and the initial registered agent of the corporation at that address is Jack Augsback.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jack Augsback Dir.	403 O Street Lake Worth, Florida 33460
Mark Stys Dir.	18457 S.E. Heritage Oaks Lane Jupiter, Florida 33469
Carolyn Stys Dir.	18457 S.E. Heritage Oaks Lane Jupiter, Florida 33469

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805.

The undersigned incorporator has executed these
Articles of Incorporation on November 23, 1999.


Its Incorporator, Laura R. Dunlap

RSS/AGL

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Jack Augsback, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

VILLAGE III ACQUISITION CORPORATION

Jack Augsback is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Jack Augsback