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November 12, 1999

FEDERAL EXPRESS

CORPORATE RECORDS BUREAU
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

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-11/23/99--01010--021
*****70.00 *****70.00

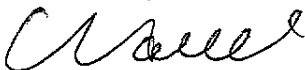
Re: Incorporation of:
P.A. LETHBRIDGE & CO. COMMERCIAL REAL ESTATE SERVICES

Dear Sir or Madame:

Enclosed you will find an original and a copy of the executed Articles of Incorporation for **P.A. LETHBRIDGE & CO. COMMERCIAL REAL ESTATE SERVICES**. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee, and registered agent designation.

Thank you for your prompt attention to this matter.

Very truly yours,



William C. Davell
MAY, MEACHAM & DAVELL, P.A.

WCD/cab

FILED
1999 NOV 22 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 24 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

P.A. LETHBRIDGE & CO. COMMERCIAL REAL ESTATE SERVICES

Article I - Name and Address

The name of this corporation is:

P.A. LETHBRIDGE & CO. COMMERCIAL REAL ESTATE SERVICES

and the address of the corporation is:

**100 SOUTH PINE ISLAND ROAD, SUITE #200
PLANTATION, FLORIDA 33324**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue **Five Hundred (500)** shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata 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 Registered Office and Agent

The street address of the initial registered office of this corporation is **100 South Pine Island Road, Suite #200, Plantation, Florida, 33324**; and the name of the initial registered agent of this corporation at that address is **Barry Lethbridge**.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The name(s) of the Director(s), their addresses and office to be held by each for the first year of existence of this Corporation or until their successors are elected and have qualified are:

Name	Address	Office
BARRY LETHBRIDGE	100 South Pine Island Road Suite #200 Plantation, FL 33324	President/ Secretary/ Treasurer/ Director

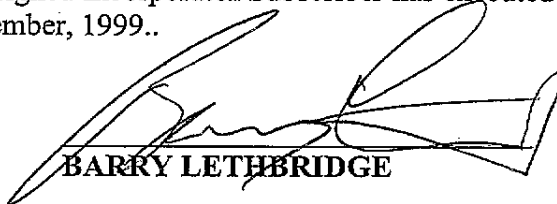
Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is: **BARRY LETHBRIDGE, 100 South Pine Island Road, Suite #200, Plantation, Florida, 33324**; and the number of shares of stock to which the subscriber agrees to take is: **FIVE HUNDRED (500)**.

Article IX - Indemnification

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

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 18th day of November, 1999..


BARRY LETHBRIDGE

FILED

1999 NOV 22 AM 11: 31

STATE OF FLORIDA :

§

COUNTY OF BROWARD :

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

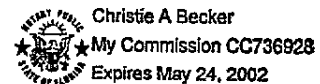
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **BARRY LETHBRIDGE**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 18th day of November, 1999.



Notary Public, State of Florida

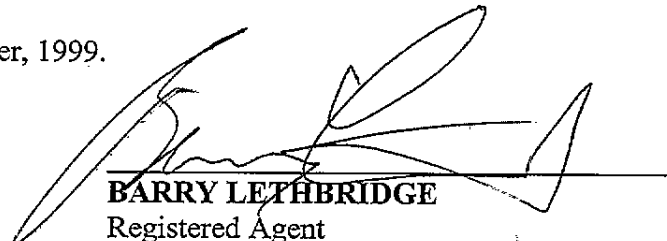
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **P.A. LETHBRIDGE & CO. COMMERCIAL REAL ESTATE SERVICES**, which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of November, 1999.



BARRY LETHBRIDGE
Registered Agent