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EFFECTIVE DATE
12-1-99

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FLORIDA PROFIT CORPORATION OR P.A.

800 PALM TRAIL, INC.

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**ARTICLES OF INCORPORATION
OF
800 PALM TRAIL, INC.**

**EFFECTIVE DATE
12-1-99**

ARTICLE I - NAME

The name of this Corporation is 800 PALM TRAIL, INC., and its address is c/o John Valentino, 12 Rollingwood Drive, New City, New York 10956.

ARTICLE II - EFFECTIVE DATE

The Effective Date of these Articles of Incorporation shall be December 1, 1999.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

Prepared by:
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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Blvd., Suite 1600, Miami, Florida 33131.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
John Valentino	12 Rollingwood Drive New City, New York 10956

ARTICLE VIII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or the Directors.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Brian Belt, and his address is 201 S. Biscayne Blvd., Suite 1600, Miami, Florida 33131.

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ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of December, 1999.


Brian Belt, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 1st DAY OF DECEMBER 1999.

CORPORATION COMPANY OF MIAMI

By: 
Lalaine A. Landau, Assistant Secretary

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