

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE FLORIDA

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To: Division of Corporations
Fax Number : (850)205-0381

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FLORIDA PROFIT CORPORATION OR P.A.
a & d real estate holding co.

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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of

A & D Real Estate Holding Co.

ARTICLE I

CORPORATE NAME

The name of the corporation is A & D Real Estate Holding Co. whose principal office and mailing address is: 1120 N.E. 87th Street, Miami, Florida 33138.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE IV

PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Alejandro Agurcia
REGISTERED OFFICE: 1120 N.E. 87th Street
Miami, Florida 33138

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Alejandro Agurcia
REGISTERED AGENT

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two.

ARTICLE VII

The name and addresses of the members of the initial Board of Directors are:

Alejandro Agurcia

1120 N.E. 87th Street

Miami, Florida 33138

Daniel Borrero, Jr.

175 Park Avenue

Brooklyn, NY 11205

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: Alejandro Agurcia

ADDRESS: 1120 N.E. 87th Street

Miami, Florida 33138



Alejandro Agurcia
INCORPORATOR

(Notary Acknowledgment on next page)

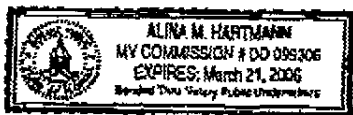
Handwritten signature/initials

STATE OF FLORIDA :
 COUNTY OF MIAMI-DADE :

SS:

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Alejandro Agurcia, to me well known or provided as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 28th day of October, 2003.



Alina M. Hartmann
 Notary Public, State of Florida at Large

My Commission Expires: March 21, 2006

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