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October 1, 2004

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

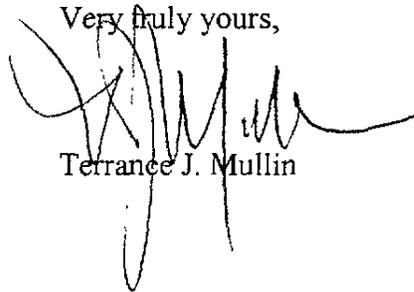
Re: FS 3202/3511, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the above-referenced corporation as well as our check in the amount of \$78.75 representing filing fee, registered agent fee and fee for the obtaining of a certified copy of the Articles. Once this document has been filed, please return the certified copy to me in the enclosed Federal Express package.

Should you have any questions, please feel free to contact me.

Very truly yours,



Terrance J. Mullin

TJM:lv
w/encls.

**ARTICLES OF INCORPORATION
OF
FS 3202/3511, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is FS 3202/3511, Inc.

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

**ARTICLE III
NATURE OF BUSINESS**

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

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 3059 Grand Avenue, Suite 340, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is Terrance J. Mullin, Esq.

ARTICLE VI
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is c/o Boris Rosen, CPA, 150 S.E. 2nd Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., 3059 Grand Avenue, Suite 340, Miami, Florida 33133.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of October, 2004.

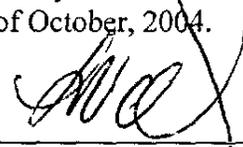


Terrance J. Mullin

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

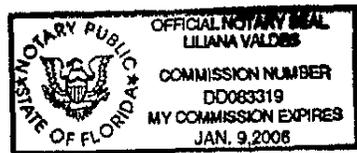
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TERRANCE J. MULLIN**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed these Articles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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of October, 2004.



Notary Public, State of
Florida
Print Name: Lilitiana Valdes
Commission No: _____

My commission expires:



CERTIFICATE OF REGISTERED AGENT OF

FS 3202/3511, Inc.

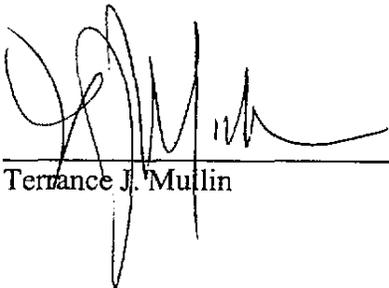
Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That FS 3202/3511, Inc. desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Terrance J. Mullin, Esq., 3059 Grand Avenue, Suite 340, Miami, Florida 33133, County of Miami-Dade, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1 day of October, 2004.



Terrance J. Mullin

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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