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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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MIAMI FL 33135- 0-0000
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NAME: STAMPLER ERALTY, INC.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL 33135

SUBJECT: STAMPLER ERALTY, INC.
REF: W95000007650

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION OF STAMPLER REALTY, INC.

(5)

I, the undersigned, for the purpose of becoming a Corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

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ARTICLE I

The name of the Corporation is STAMPLER REALTY, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION 1: To buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise; to act as loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this Corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

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Jay M. Gasberg, Esq.
4651 Sheridan Street, Suite 300, Hollywood, FL 33021
Florida Bar No: 178235
(305) 962-0009

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of this Corporation is authorized to have outstanding at any time shall be 500 shares of One ($1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock," as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 2801 Evans Street, Hollywood, Florida 33020, which is the principal place of the corporation; and the name of the initial registered agent of this Corporation at that address is Harry Stampler. The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This Corporation shall exist perpetually.

ARTICLE IX

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than one.

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ARTICLE X

The name and street address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until her/his successors are elected and have qualified is:

Charles Tessler, Vice President
2801 Evans Street
Hollywood, Florida 33020

Leonard Stampler, Director
2801 Evans Street
Hollywood, Florida 33020

Norman Stampler, Director
2801 Evans Street
Hollywood, Florida 33020

Martin Claire, Director
2801 Evans Street
Hollywood, Florida 33020

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Harry Stampler
2801 Evans street
Hollywood, Florida 33020

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board or Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 6TH day of April, 1995.

HARRY STAMPLER, President

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STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared, HARRY STAMPLER, known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that she/he executed the same freely and voluntarily for the purpose therein expressed, and who is personally known to me or who produced Florida Drivers License as identification.

WITNESS my hand and official seal in the County and State name above, this 6th day of April, 1995.

Notary Public
State of Florida
My commission expires:

Having been named Registered Agent for the corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

HARRY STAMPLER, President

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