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Law Offices of
Martin M. Dornis

SUITE 410 - CITY NATIONAL BANK BUILDING - 2701 SOUTHWEST LAJUNTA ROAD - CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 448-1122
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February 6, 1996

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

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-02/08/96--01014--008
****122.50 ****122.50

RE: New Corporate Charter requested on:
Florida Land Investments, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Florida Land Investments, Inc., which your office assured us was available as of February 5, 1996, plus our check for \$122.50 for the return to this office of a certified copy of the Articles of Incorporation of Florida Land Investments, Inc.

Please provide us with the certified copy as soon as possible.

Very truly yours,


MARTIN M. DORNIS

MMD/rj

Encls.: Original & copy of Articles of Incorporation of Florida Land Investments, Inc.;
check for \$122.50 for certified copy of Articles of Incorporation.

cc.: Isidore Misrahi
Louis G. Jofre

FEB 12 1996 BSB

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*Law Offices of
Martin M. Dernis*

SUITE 410 • CITY NATIONAL BANK BUILDING • 3701 SOUTHWEST LAKEVIEW ROAD • CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 446-1122
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February 26, 1996

Ms. Bronda Baker
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314-6327

RE: New Corporate Charter of: Florida Land Investments, Inc.
Our Client: Isidore Misrahi
Subject: Amendment per letter number
096A00006170

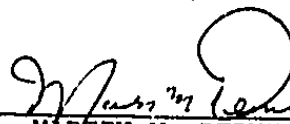
Dear Ms. Baker:

Enclosed is an original and copy of the new corporate charter for Florida Land Investments, Inc., along with the amendment thereto, per your letter to me of February 13, 1996, a copy of which is also enclosed per its' instructions.

Your division already has our check for \$122.50 for a certified copy of the articles of incorporation of Florida Land Investments, Inc., which we would appreciate receiving as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,


MARTIN M. DERNIS

MMD.rj

Encls.: original & copy of articles of incorporation with
certificate of designation of registered agent/
registered office;
copy of letter number 096A00006170

ARTICLES OF INCORPORATION
OF
FLORIDA LAND INVESTMENTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE-
NAME

The name of the corporation is Florida Land Investments, Inc.

ARTICLE TWO-
CORPORATE DURATION

The duration of the corporation is to be perpetual.

ARTICLE THREE-
PURPOSE

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

ARTICLE FOUR-
REGISTERED OFFICE AND AGENT
PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is: 410 City National Bank Bldg., 2701 S.W. LeJeune Road, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Martin M. Dernis, Esquire.

ARTICLE FIVE-
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE SIX-
DIRECTORS

The number of directors constituting the initial board of directors of the corporation are two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Louis G. Jofre NAME

ADDRESS
825 S. Bayshore Drive,
Tower 3, Apt. 642
Miami, Florida 33131

Isidore Misrahi

9805 N.W. 52nd Street,
Apt. 517
Miami, Florida 33178

**ARTICLE SEVEN-
INCORPORATORS**

The name and address of the incorporator is:

Louis G. Jofre NAME

ADDRESS
825 S. Bayshore Drive,
Tower 3, Apt. 642
Miami, Florida 33131

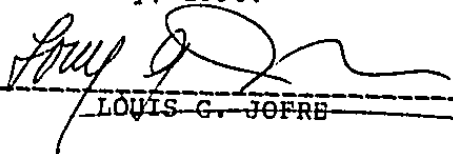
**ARTICLE EIGHT-
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE NINE-
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHERETO, I, LOUIS G. JOFRE, being the incorporator of this corporation, make and file these articles of incorporation this 6th day of February, 1996.



LOUIS G. JOFRE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: FLORIDA LAND INVESTMENTS, INC.

2. The name and address of the registered agent and office is:

Martin M. Dernis, Esquire

(Name)

410 City National Bank Bldg.
2701 S.W. LeJeune Road

(P.O. Box not acceptable)

Coral Gables, Florida 33134

(City/State/Zip)

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.


(Signature)

February 26, 1996

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL