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LAW OFFICES
GREEN, KAHN, PIOTRKOWSKI
A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4297

KAREN B. COHEN
MARVIN M. GREEN
BRUCE H. HORNSTEIN
DONALD J. KAHN
JOEL S. PIOTRKOWSKI
JESSICA S. SERELL

AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8813

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 9:30

April 4, 1997

Via Federal Express:
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

400002135244--4
-04/07/97--01097--007
*****70.00 *****70.00

Re: Elysee of Aventura, Inc.
Articles of Incorporation

Gentlemen:

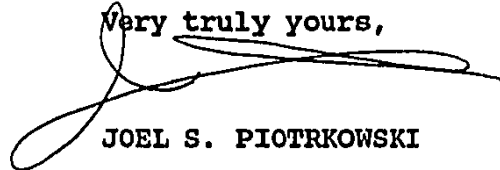
Enclosed herewith please find original and one copy of the Articles of Incorporation for the above, together with our check in the amount of \$70.00, representing the following:

Filing Fee	\$35.00
Resident Agent Fee	<u>35.00</u>
	\$70.00

Please file the Articles of Incorporation and return a copy to the undersigned marked "filed".

Your prompt attention to this matter is appreciated.

Very truly yours,



JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

upw 4-9-97

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ARTICLES OF INCORPORATION
OF
ELYSEE OF AVENTURA, INC.

The undersigned, of legal age, hereby form this corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be ELYSEE OF AVENTURA, INC.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transaction and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to:

1. Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to have Five Hundred (500) Shares of stock outstanding with a par value of One and No/100 (\$1.00) Dollar each.

All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 220 - 71st, Miami Beach, Florida 33141 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI.

REGISTERED AGENT

The name and street address of the Registered Agent of this corporation is JOEL S. PIOTRKOWSKI, 317 - 71st Street, Miami Beach, Florida 33141.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) or more than the number specified in the by-laws of the corporation.

ARTICLE VIII.

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of the corporation, shall hold office for the first year of the existence of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
HAIM YEHEZKEL	220 - 71st Street Miami Beach, Fl. 33141

ARTICLE IX.

INCORPORATOR

The name and street address of the Incorporator to these

Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
HAIM YEHEZKEL	220 - 71st Street Miami Beach, Fl. 33141

ARTICLE X.

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 4th day of April, 1997.

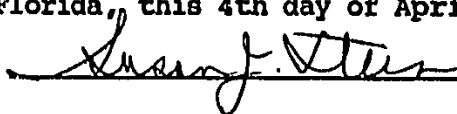


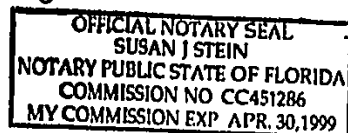
HAIM YEHEZKEL

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of April, 1997, by Haim Yehezkel, known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami Beach, Florida, this 4th day of April, 1997.





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Elysee of Avenutra, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida has named Joel S. Piotrkowski, as its agent to accept service of process within this State.

Having been named to accept service of process for the above states corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keeping open said offices.



JOEL S. PIOTRKOWSKI, Resident Agent.

FILED
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