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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32311

97 SEP -3 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Subject: 12685, Inc.
(Corporate name)

Enclosed in an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00
Filing fee

 XX \$78.75
Filing fee &
Certificate

 \$122.50
Filing Fee &
Certificate copy

 \$131.25
Filing Fee &
Certificate
Certificate

ADDITIONAL COPY REQUIRED

From: 12685, Inc.
(Name)
14340 Biscayne Blvd.
(Address)
North Miami Beach, FL 33181
(City, State, Zip)
(305) 944-2101, (305) 708-2096
(Daytime telephone number)

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J. Madeau SEP 5 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I NAME

12685, Inc.

ARTICLE II PRINCIPAL OFFICE

14340 Biscayne Blvd. N. Miami Beach, Fl 33181

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do and say any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts, and to erect, alter or maintain buildings and improvements; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever, to act as broker or agent for the purchase, sale, leasing and management of real estate and personal property and for the negotiating of loans thereon; to draw, accept, endorse, discount, buy and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature and secure the same mortgage on its property or otherwise, to issue commission, subscribe for, take, acquire, hold, vote, exchange and deal in shares, stocks, bonds, obligations, or securities of any government or authority, individual or corporation, domestic or foreign. to carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the Laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same to enter into or engage in any such business, trade or enterprise.

2. To buy or otherwise acquire, own, hold, manage, and control real and personal property of every description, including its own stock and stock in any other corporation, and to sell and convey and mortgage, pledge lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security.

3. To lend and borrow money and execute, deliver, accept, take and receive notes, bonds, debentures or other evidence thereof, and mortgage, trust deeds, pledges or other securities for the payment of the same.

4. To acquire, discount, buy, own, hold, sell and otherwise dispose of an deal in stocks, bonds, mortgages, securities and notes and commercials papers of all descriptions.

5. To acquire by purchase, subscription or otherwise, and to hold as or for any investment or otherwise, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the bonds, notes or other securities or evidence of indebtedness and the shares of capital stock issued by any other corporation or corporations, associations, and the purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bond or other securities or evidence of indebtedness created issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all the rights to vote the same and to aid in any lawful manner an corporation or association of which the bonds, or other securities or evidence of indebtedness of the stock, are held by this corporation and to do any lawful acts or things designed to protect, and preserve, improve or enhance the value of any such stock, and to guarantee dividends upon the share of capital stock or any other corporation in which this corporation at the time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of the notes, bonds, or other evidence of indebtedness created or used by any such corporation.

6. And for the purposes of attaining or carrying out any of the subjects of this corporation, to do any and all acts and things necessary or convenient in connection therewith, which may now or hereafter be authorized by the laws of the State of Florida.

7. To carry on the business of a holding company and to purchase and acquire any merchandise of commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of same; to enter into or engage in any such business, trade or enterprise.

8. To carry on the business of agents and brokers in the purchase and sale of real estate, personal property and chooses in action, to own, operate, buy, sell, and manage hotels, groves, ice, gas, electric light and water plants, and stores of all kinds, for itself, and as agent for individual, copartnership and corporations; to own, buy, sell, and mortgage stocks and rights of every kind in other corporations, and to hold, vote, agent, broker, or otherwise, for a share of the compensation paid for such services or for a commission due agent, for the pacing and handling of all classes of insurance, including life, fire, tornado, accident, theft, collision, property, damage, marine, indemnity, fidelity, and all as freely as a natural person could do, and to sell, convey, assign, mortgage, and transfer any and all property, real, personal, or equitable, acquired by the corporations; to do, adopt and prescribe by laws, rules, and regulations appropriate for the transaction of the business of the corporation, and to amend the same, and shall have all of the rights powers and privileges granted to corporations by Section Seven and Section Eight. Eight of Chapter 10096 of the Laws of 1925, and to do and perform all other acts and things which may be necessary or desirable in carrying out the full intent and purpose of this corporation.

ARTICLE III -- SHARES

500 shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty shares of common stock of not per value. The above mentioned stock shall be the only participating stock of this corporation.

Stock of this corporation shall be paid for in lawful money of the United States of America, or in property, labor or services, the just value thereof shall be fixed by the incorporation's or the Board of Directors, in the manner provided for in the Statute.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

Francis Jacob- 14340 Biscayne Blvd. N. Miami Beach, Fl 33181

The amount of capital which this corporation will begin business with is FIVE HUNDRED DOLLARS (\$ 500,00)

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Francis Jacob- 14340 Biscayne Blvd. N. Miami Beach, Fl 33181

Ingrid Dachsel 14340 Biscayne Blvd. N. Miami Bch, Fl 33181

The corporation is to have perpetual existence.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
27 July 97
day of _____, 19__.

(An additional article must be added if an effective date is required.)



(Signature) Ingrid Dachsel

F. JACOB 

(Signature)

(Signature)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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

12685, Inc.

1. The name of the corporation is:

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

Francis Jacob

(Name)

14340 Biscayne Blvd.

(P.O. Box or Mail Drop Box NOT acceptable)

N. Miami Beach, Fl 33181

(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) Francis Jacob

8-1-97

(Date)

ARTICLE VI

The principal office of this corporation shall be at:

14340 Biscayne Blvd. N. Miami Beach, Fl 33181

ARTICLE VII

The names and post-office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws, and the Corporation Laws of the State of Florida for 1925, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Name:	Address:
Francis Jacob	14340 Biscayne Blvd. N. Miami Beach, Fl 33181
Ingrid Dachsel	14340 Biscayne Blvd. N. Miami Beach, Fl 33181

ARTICLE VIII

The names and post-office addresses of each subscriber to the Certificate of Incorporation, and the number of shares that each agrees to take, are as follows:

Name	Address	Number of Shares	Amount
Francis Jacob	14340 Biscayne Blvd. N. Miami Beach, Fl 33181	0	0
Ingrid Dachsel	14340 Biscayne Blvd. N. Miami Beach, Fl 33181	500	\$500.00

The proceeds of the stock subscribed for as stated herein, are equal to the capitalization of FIVE HUNDRED DOLLARS (\$500,00) as stated in Article IV.

ARTICLE IX

In furtherance, and not in limitation of the powers of Statute, the Board of Directors are expressly authorized:

To make and alter the By-laws of this corporation:

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and lien upon real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, books and accounts of this corporation (other than the stock books) or any of them, shall be open to inspection of stockholders; and no stockholder shall have any rights to inspecting any account, book, or document of this corporation except as conferred by Statute, unless authorized by a resolution of the stockholders or directions.

If the By-laws provide to designate two or more of its members to constitute an executive committee, which committee shall, for the time being, as provided for in said resolution or in the By-laws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative votes of stockholders of record holding stock in the corporations, entitling them to exercise at least a majority of the voting power given at the stockholder's meeting duly called for that purpose, or when authorized by the written consent of the stockholders of record holding stock in the corporation entitling them to exercising at least a majority of voting power, the Board of Directors shall have the power and authority at any meeting, to sell, lease, or exchange, all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as the Board Directors of the Corporation deem expedient and for the best interest of the corporation.

This corporation may in its By Laws confer power upon its Directors in addition to the foregoing, and in addition to its powers and authorities expressly conferred upon them by Statute.

Both Stockholders and Directors shall have powers, if the by-laws provide so, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of Statute), outside of the State of Florida, at such place as may from time to time be designated by the Board.

ARTICLE X

The officers of this corporation are as follows:

Ingrid Dachsel	-	President
Francis Jacob	-	Vice President
Ingrid dachselt	-	Treasurer
Ingrid Dachslet	-	Secretary

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed of Statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

ARTICLE XII

The registered office of the Corporation is :

14340 Biscayne Blvd. N. Miami Beach, Fl 33181

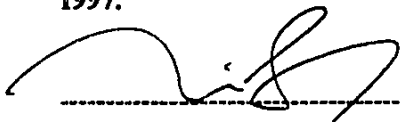
and the registered agent for the Corporation is:

Francis Jacob- 14340 Biscayne Blvd. N. Miami Beach, Fl 33181

ARTICLE XIII

It is expressly understood that this corporation is being organized under US Internal Revenue Code Section 1244.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business, both within and without the State of Florida, to make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectfully agree to take the number of shares of stock hereinbefore set forth and accordingly have hereunto set our hands and seals this 27 day of __July 1997.



Francis Jacob



Ingrid Dachsel