

PO00000015231

100 Jeffererson Avenue - Suite 10001
Miami Beach, Florida 33139
February 1, 2000

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

Re: Incorporation of 142 Phase II, Inc.

4000002126494--4
-02/07/00--01131--020
*****78.75 *****78.75

Gentlemen:

In connection with the captioned you will please find enclosed herewith the following:

1. Original and copy of Articles of Incorporation for 142 PHASE II, INC.
2. Certificate designating place of business or Domicile for service of process within the State and naming agent upon whom process may be served, same having been duly acknowledged and accepted by the Resident Agent.
3. Check to the order of Department of State in the amount of \$78.75 covering the following:

(a) Filing fee for Articles of Incorporation	\$35.00
(b) Designation of Resident Agent	35.00
(c) Certified copy of Articles of Incorporation	<u>8.75</u>
Total	<u>\$78.75</u>

Please be so kind to furnish us as soon as possible with a certified copy of the Articles of Incorporation.

Thanking you very kindly for your courtesy and cooperation, I am,

--Very truly yours,


Morris Kahn

MK:mk
enclosures

FILED
2000 FEB -7 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2000 FEB -7 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

142 PHASE II, INC.

ARTICLE I - NAME

The name of this corporation is 142 PHASE II, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the corporation is c/o Morris Kahn, 100 Jefferson Avenue - Suite 10001, Miami Beach, Florida 33139, and the mailing address of the corporation is the same as the principal office address of the corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of Common Stock without par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Morris Kahn, 100 Jefferson Avenue - Suite 10001, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is Morris Kahn. Written acceptance of the appointment of Morris Kahn as registered agent is attached hereto and by reference made a part hereof.

ARTICLE VI - INCORPORATORS

The name and address of the person (or incorporator) signing these articles is:

Morris Kahn
100 Jefferson Avenue - Suite 10001
Miami Beach, Florida 33139

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

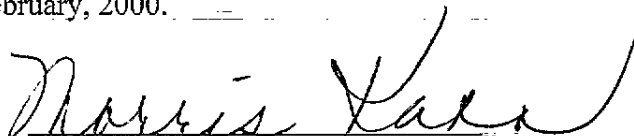
Morris Kahn
100 Jefferson Avenue - Suite 10001
Miami Beach, Florida 33139

ARTICLE VIII - OFFICERS

The officers of the corporation shall be as follows:

Morris Kahn	President
100 Jefferson Avenue - Suite 10001	Vice-President
Miami Beach, Florida 33139	Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1 day of February, 2000.


Morris Kahn

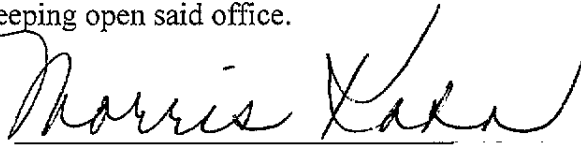
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Section 607.0501 (3), Florida Statutes, the following is submitted, in
compliance with said act:

First - that 142 PHASE II, INC., desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of Incorporation at the City
of Miami Beach, County of Dade, State of Florida has named Morris Kahn located at 100
Jefferson Avenue - Suite 10001, City of Miami Beach, County of Dade, State of Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of Process for the above-stated corporation, at place
designated in this Certificate, I hereby agree to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.

A handwritten signature in cursive script that reads "Morris Kahn". The signature is written in dark ink and is positioned above the printed name of the agent.

Morris Kahn, Resident Agent

FILED
2000 FEB -7 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA