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Florida Department of State
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Division of Corporations
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From:

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP
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FLORIDA PROFIT/NON PROFIT CORPORATION

Brooklyn Real Estate Investors, Inc.

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**ARTICLES OF INCORPORATION
OF
BROOKLYN REAL ESTATE INVESTORS, INC.**

ARTICLE I - NAME

The name of this corporation is BROOKLYN REAL ESTATE INVESTORS, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

c/o Steven M. Demar
Kaufman Rossin & Co.
2699 South Bayshore Drive
Suite 300
Miami, Florida 33133

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ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, each share having a par value of \$0.01.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

1200 South Pine Island Road
Plantation, Florida 33324

and the name and address of the initial registered agent of the Corporation are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

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ARTICLE VI - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

David H. Kauffman, attorney
1000 de la Gauchetiere Street West
Suite 2900
Montreal, Quebec, Canada H3B 4W5

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws of the Corporation shall be vested in each of the Board of Directors and the shareholders of the Corporation.

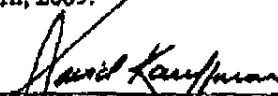
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof therein as of the 17th day of April, 2009.


David Kauffman, Incorporator

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, CT Corporation System, which has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) it accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) it is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of April 9, 2009.

CT CORPORATION SYSTEM

By: Barbara A Burke

Barbara A. Burke
Special Assistant Secretary

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