

DIVERSIFIED CORPORATE SERVICES INT'L, INC.

172A Washington Avenue 2512 Sea Island Drive
Albany, New York 12210 Ft. Lauderdale, FL 33301
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Service Law & Tax
with Quality and Dependability
NATIONWIDE

F95000006306

December 26, 1995

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301
Att: CORPORATIONS DIVISION

CLOSING DECEMBER 27, 1995

RE: OAKHILL PLAZA INC.

Dear Sirs/Madams,

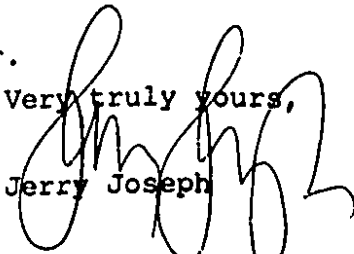
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****122.50 ****122.50

Enclosed please find an ORIGINAL and COPY of the APPLICATION FOR AUTHORITY for the above referenced corporation. **Please FILE AND CERTIFY ON AN EMERGENCY BASIS DUE TO A CLOSING ON WEDNESDAY, DECEMBER 27, 1995,** using the attached check in full payment for services requested, and return to the above using the enclosed FEDERAL EXPRESS envelope.

Thank you for your cooperation in this matter.

Very truly yours,

Jerry Joseph



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIV

**APPLICATION FOR AUTHORITY OF
OAKHILL PLAZA INC.**

under Chapter 607.317 of the Business Corporation Law

THE UNDERSIGNED, being the President and Sole Shareholder, of Oakhill Plaza, Inc., for the purpose of applying for authority to do business in the State of Florida, pursuant to Chapter 607.317 of the Business Corporation Law, does hereby certify and set forth:

[1] The name of the Corporation is:

OAKHILL PLAZA INC.

[2] The Certificate of Incorporation of Oakhill Plaza Inc., was filed by the Department of State of the State of New York on the 15th day of December, 1995, with perpetual duration.

[3] Oakhill Plaza Inc., shall commence doing business within the State of Florida, only, upon qualification by the Department of State of that State.

[5] The principal office, mailing address, registered office and the registered agent of the Corporation within the State of Florida shall be located at:

2512 Sea Island Drive
Ft. Lauderdale, Florida 33301
Jerry Joseph, Agent

[a] Having been named to accept service of process for the above stated Corporation, at the place herein designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signed: _____

Jerry Joseph, Agent

[5] The name and address of each Officer and Director of the Corporation is hereby stated as follows:

Judy Eckstein
President/Director
1009 East 14th Street
Brooklyn, New York 11230

[6] The nature of the business which Oakhill Plaza Inc., shall conduct

within the State of Florida is as follows:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained; subject to any express limitations set forth herein, or in the Business Corporation Law.

Directly, or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such buildings or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing, building, altering, improving and repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owners and others, for said purpose.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares and bonds, debentures, notes, scrip, securities, evidences of indebtedness contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any State, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all

of the rights, powers and privileges of ownership, including all voting powers thereon.

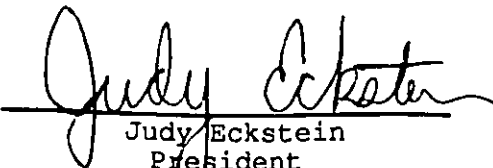
To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

To purchase, exchange or otherwise acquire, invest in, own, devise, invent, manufacture, produce, fabricate, assemble, store, transport, install, service, maintain, alter, repair, distribute, sell, exchange, trade, encumber, assign, transfer or otherwise dispose of, import, export, license as licensor or licensee, lease as lessor or lessee, enter into contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of, and otherwise deal in and with, at wholesale and/or retail, for any use or purpose, whether as principal, agent, broker, factor, merchant, distributor, jobber, advisor of in any other lawful capacity, any and all kinds of goods, wares, merchandise, commodities, manufactured articles, raw materials, metals, animal and plant products, substances and other unimproved, improved, finished and processed articles and real, personal and mixed property of every kind and description, and generally to conduct a mercantile, industrial, investing and trading business in all its branches and such other business or businesses as may be incidental or advantageous thereto.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

[7] The total number of shares which the Corporation is authorized to issue is two hundred (200) shares, all of which are to be without par value.

IN WITNESS WHEREOF, I have signed this Certificate on this 26th day of December, 1995, and I affirm the statements contained herein as true, under penalties of perjury.

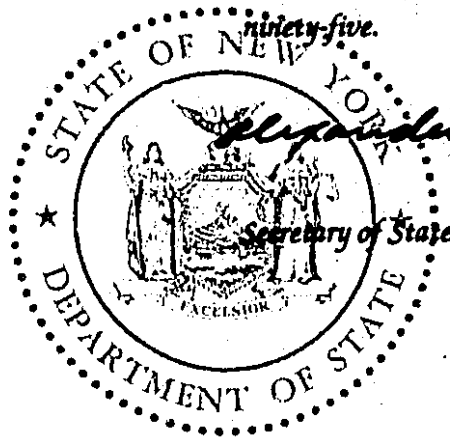

Judy Eckstein
President
1009 East 14th Street
Brooklyn, New York 12230

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of OAKHILL PLAZA INC. was filed on 12/15/1995, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of December
one thousand nine hundred and
ninety-five.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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