



THE UNITED STATES
CORPORATION
COMPANY

F98000002074

ACCOUNT NO. : 072100000032

REFERENCE : 773940 11654A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1998

ORDER TIME : 12:31 PM

ORDER NO. : 773940-005

CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
FURIA
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

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-04/08/98--01080--017
****122.50 ****122.50

DOMESTIC FILING

NAME: PINNACLE PROPERTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 AM 10:41
p4/13

W98-7853

RECEIVED
98 APR -8 PM 1:07
DIVISION OF CORPORATIONS

Name conflict
V48478



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1998

CSC

SUBJECT: PINNACLE PROPERTY, INC.
Ref. Number: W98000007853FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 AM 10:41

We have received your document for PINNACLE PROPERTY, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 998A00018705

RESUBMITPlease give original
submission date as file date.RECEIVED
98 APR 13 AM 9:55
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS
OF
PINNACLE PROPERTY, INC.

I, the undersigned, Richard Landy, do hereby certify that this Resolution of the Board of Directors of PINNACLE PROPERTY, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on April 10, 1998.

Be it resolved that PINNACLE PROPERTY, INC., organized and existing in the State of Delaware, hereby adopts the name "PINNACLE PROPERTY OF DELAWARE, INC." for use in Florida.

Dated this 10th day of April, 1998.


Richard Landy, Chairman

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

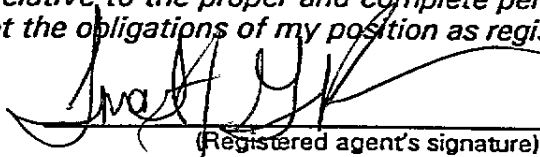
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. PINNACLE PROPERTY, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. FIN- 65- 0813296
(FEI number, if applicable)
4. March 11, 1998
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 407 Lincoln Rd.
Suite 10-E, MIAMI BEACH, Fla. 33139
(Current mailing address)
8. Real Estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Timothy Perkins
Office Address: 407 Lincoln Rd.
Suite 10-E, Miami Beach, Florida, 33139
(Zip Code)

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DIVISION OF CORPORATIONS
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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard Landy
Address: 407 Lincoln Rd. - Suite 10-E
Miami Beach, Fla. 33139

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Richard Landy
Address: 407 Lincoln Rd. - Suite 10-E
Miami Beach, Fla. 33139

Vice President: Timothy Perkins
Address: 407 Lincoln Rd. - Suite 10-E
Miami Beach, Fla. 33139

Secretary: Timothy Perkins
Address: 407 Lincoln Rd. - Suite 10-E
Miami Beach, Fla. 33139

Treasurer: Richard Landy
Address: 407 Lincoln Rd. - Suite 10-E
Miami Beach, Fla. 33139

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Richard Landy Ch.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD LANDY, Chairman
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

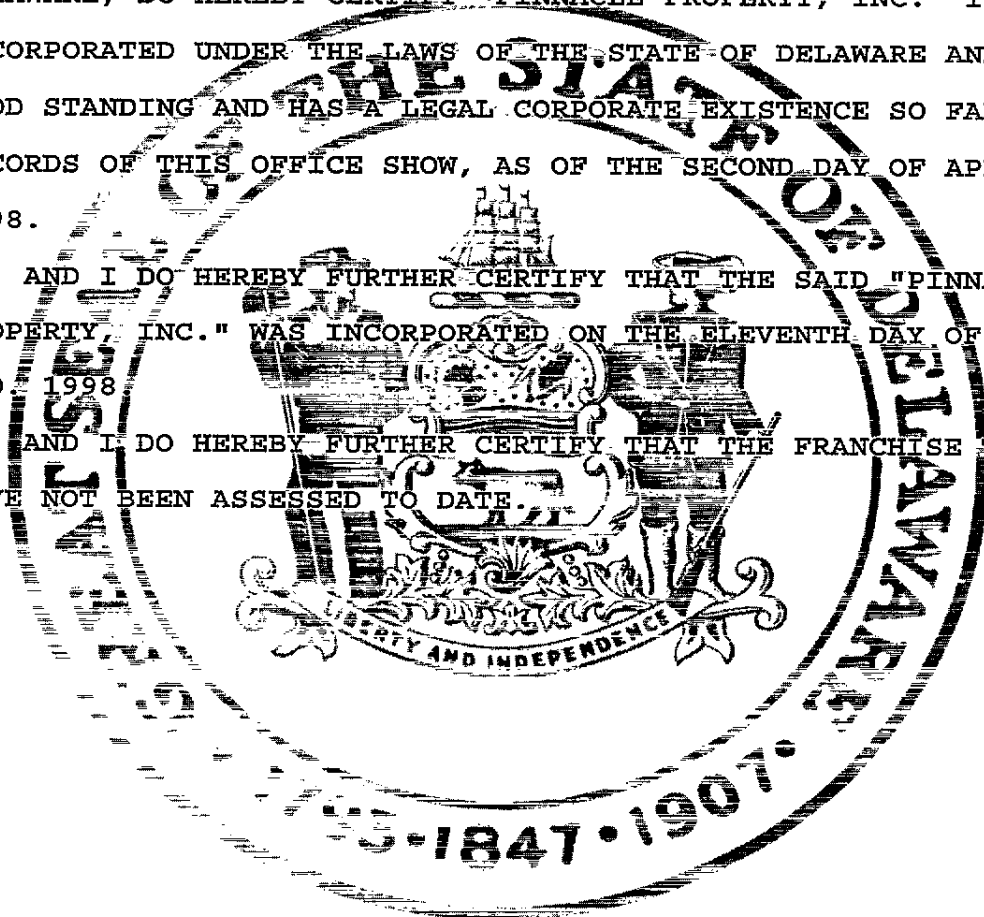
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PINNACLE PROPERTY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PINNACLE PROPERTY, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9007805
DATE: 04-02-98