

P00000010015
MARTIN LEVINSON
ATTORNEY AT LAW

TELEPHONE (305) 238-0482

SUNILAND SHOPPING CENTER
11533 SOUTH DIXIE HIGHWAY
MIAMI, FLORIDA 33156

FAX (305) 238-1164

January 18, 2000

Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

600003108236--9
-01/24/00-01103-002
*****78.75 *****78.75

Re: NESQUE PROPERTIES, INC.

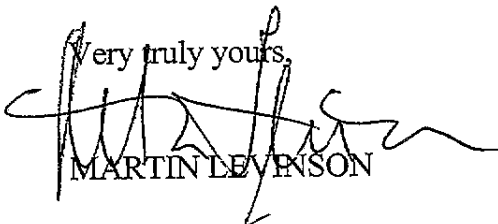
Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for filing and certified copy fees.

Please process this at your earliest opportunity, and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,


MARTIN LEVINSON

ML/ab
Enclosures.

FILED
00 JAN 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN 31 2000

ARTICLES OF INCORPORATION

OF

NESQUE PROPERTIES, INC.

FILED
00 JAN 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME OF CORPORATION:

The name of the Corporation is:

NESQUE PROPERTIES, INC.

ARTICLE 2

DURATION:

The duration of the Corporation is perpetual.

ARTICLE 3

PURPOSE:

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to deal in and with property, real and personal, of every class and description whatsoever;

C. To buy or otherwise acquire, and to own, hold, build, construct and erect buildings and structures of all types, and to buy, sell, lease, own, manage, operate, maintain and repair same;

D. To engage in the business of, and to act as general contractors, builders, draftsmen, designers and suppliers, equippers and outfitters for the foregoing, and to engage in all other activities, render all other services, and to handle and deal in all materials and supplies incidental or related to or connected with any and every phase of the building and construction trades;

E. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or of any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges or ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligation; and to do all and any such acts or things designed to accomplish any such purpose;

F. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount;

G. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or for furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

ARTICLE 4

CAPITAL STOCK:

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial Registered Office of the Corporation is 11533 South Dixie Highway, Miami, Florida 33156, and the name of its initial Registered Agent at that address is MARTIN LEVINSON. The address of the Principal Office is the same as the Registered Office.

ARTICLE 6

INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

LOURDES C. BELAUNDE : 11533 South Dixie Highway
Miami, Florida 33156

JOELLA C. BELAUNDE : 11533 South Dixie Highway
Miami, Florida 33156

ARTICLE 7

INCORPORATOR:

The name and address of the Incorporator is as follows:

MARTIN LEVINSON : 11533 South Dixie Highway
Miami, Florida 33156

ARTICLE 8

COMMENCEMENT OF CORPORATE EXISTENCE:

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, or, if the Articles are not received by the Secretary of State within Five (5) business days, then the date of filing.

ARTICLE 9

AMENDMENT:

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 7 day of January, 2000.

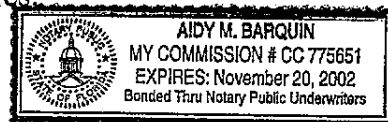

MARTIN LEVINSON

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 7 day of January, 2000, by MARTIN LEVINSON to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who did take an oath

WITNESS my hand and official seal this 7 day of January, 2000.

Aidy M. Barquin
NOTARY PUBLIC,
State of Florida at Large
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of NESQUE PROPERTIES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 7 day January, 2000.

Martin Levinson
MARTIN LEVINSON,
Registered Agent

FILED
00 JAN 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA