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Florida Department of State

Division of Corporations

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EFFECTIVE DATE

3-17-00

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

empire properties 1325, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 21 AM 10:16

(5)

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

3-17-00

EMPIRE PROPERTIES 1325, INC.FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 21 AM 10:16ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Empire Properties 1325, Inc. Its principal office and mailing address is 1754 Bay Road, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The effective date of this Corporation shall be March 17, 2000, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the purchase, sale, management and development of real property, and any marketing or promotion related thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

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**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than four. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Albert Elbaz	1754 Bay Road Miami Beach, Florida 33139
Joseph Elbaz	1754 Bay Road Miami Beach, Florida 33139
Neil Elbaz	1754 Bay Road Miami Beach, Florida 33139

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

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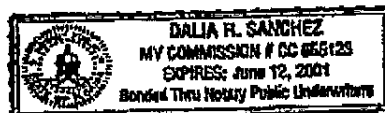
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ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NameAddress

Pedro A. Gonzalez

The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Pedro A. Gonzalez
IncorporatorSTATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)The foregoing Articles of Incorporation of Empire Properties 1325, Inc., were acknowledged before me this 17th day of March, 2000, by Pedro A. Gonzalez, as Incorporator.
Notary Public, State of Florida
Name: DALIA R. SANCHEZ
Commission Number: _____
My Commission Expires : _____

(Seal)

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Empire Properties 1325, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 17, 2000.


Pedro A. Gonzalez

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