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ACCOUNT NO. : 072100000032

REFERENCE : 726145 85437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 9, 2000

ORDER TIME : 10:18 AM

ORDER NO. : 726145-005

CUSTOMER NO: 85437A

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-06/09/00-01046-011
*****78.75 *****78.75

CUSTOMER: Louis A. Supraski, Esq
SMITH & SUPRASKI, P.A.
SMITH & SUPRASKI, P.A.
Second Floor
2450 N.e. Miami Gardens Drive
Miami, FL 33180

DOMESTIC FILING

NAME: ALPER REAL ESTATE SERVICES,
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: Kim Clemons - EXT.

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 12:45

RECEIVED
200 JUN -9 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALPER REAL ESTATE SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN -9 PM 12:46

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: **ALPER REAL ESTATE SERVICES, INC.** The principal place of business of this corporation shall be at 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V

VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DIRECTORS

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME

ADDRESS

SUE M. ALPER

2450 N.E. Miami Gardens Drive
Second Floor
North Miami Beach, Florida 33180

ARTICLE VII
DURATION

The corporation shall have a perpetual existence.

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

NAME

ADDRESS

OFFICE

SUE M. ALPER

2450 N.E. Miami Gardens Drive
Second Floor
North Miami Beach, FL 33180

President/Secretary

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

ARTICLE XII INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

SUE M. ALPER

2450 N.E. Miami Gardens Drive
Second Floor
North Miami Beach, Florida 33180

ARTICLE XIII INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Sue M. Alper
SUE M. ALPER

The foregoing instrument was acknowledged before me this 6th day of June 2000, by SUE M. ALPER, who is personally known to me or who has produced _____ as identification and who did did not ☒ take an oath.

Notary Public, State of Florida

My Commission Expires:

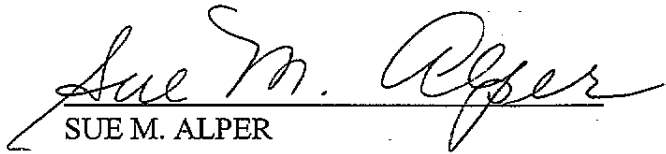
Esther Stark
Print Name of Notary Public



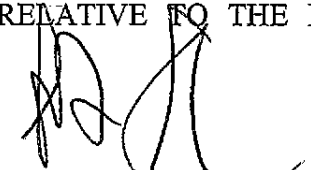
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT ALPER REAL ESTATE SERVICES, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 2450 N.E. MIAMI GARDENS DRIVE, SECOND FLOOR,
NORTH MIAMI BEACH, FLORIDA 33180, HEREBY NAMES LOUIS A. SUPRASKI, ESQ.,
2450 N.E. MIAMI GARDENS DRIVE, SECOND FLOOR, NORTH MIAMI BEACH, FLORIDA
33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.


SUE M. ALPER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


LOUIS A. SUPRASKI, ESQ.
REGISTERED AGENT

DATED: June 6, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 12:46