P00000055797

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 726145 85437A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : June 9, 2000

ORDER TIME : 10:18 AM

ORDER NO. : 726145-005

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

CUSTOMER NO: 85437A

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.

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

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: 6/9/00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN -9 PM 12:46

ARTICLES OF INCORPORATION

OF

ALPER REAL ESTATE SERVICES, INC.

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 he 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 proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

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.

Dated this 6 day of 6, 2000.

Sue M. Alper

SUE M. ALPER

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

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 X take an oath.

Esther Stark

Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
ESTHER STARK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC850089
MY COMMISSION EXP. JUNE 27,2003

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

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