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Florida Department of State  
Division of Corporations  
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To:

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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**TOPAZ REAL ESTATE CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

W-19071

F. CHAMBERLAIN

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 1, 2000

EMPIRE

SUBJECT: TOPAZ REAL ESTATE CORPORATION  
REF: W00000019071

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H00000040276  
Letter Number: 000A00041670

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
TOPAZ REAL ESTATE CORPORATION

ARTICLE I  
CORPORATE NAME

The name of the Corporation shall be: TOPAZ REAL ESTATE CORPORATION

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 611 Lincoln Road,  
Suite 201, Miami Beach, Florida 33139.

ARTICLE III  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the  
laws of the United States and the State of Florida.

ARTICLE IV  
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number  
of One Thousand (1000) shares of one class of common stock having a par value of One and 00/100 (\$1.00)  
Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of  
Directors.

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TALLAHASSEE, FLORIDA

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**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: DANCO DEVELOPMENT CORP.

INITIAL REGISTERED OFFICE: 611 Lincoln Road, Suite 201  
MIAMI BEACH, FLORIDA 33139

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of each Incorporator executing these Articles of Incorporation are as follows: SAMUEL DAN, whose address is 611 Lincoln Road, Suite 201, Miami Beach, Florida 33139.

**ARTICLE IX**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth The action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting And filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE X**  
**Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts

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employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

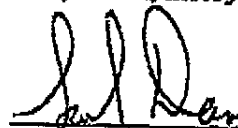
**ARTICLE XI**  
**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
\_\_\_\_\_  
SAM DAN, Incorporator

Prepared by:  
Coleen O'Leary Henderson, Esq.  
2601 S. Bayshore Drive, Suite 250  
Coconut Grove, Florida 33133

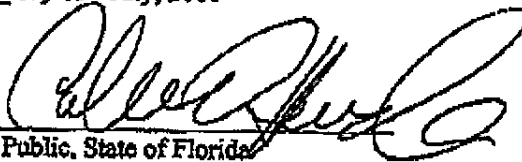
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STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, personally appeared SAMUEL DAN, to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of July, 2000



Notary Public, State of Florida  
at Large

[PLEASE PRINT] \_\_\_\_\_

Serial Number: \_\_\_\_\_



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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: **TOPAZ REAL ESTATE CORPORATION**

2. The name and address of the registered agent and office is:

611 Lincoln Road, Suite 201, Miami Beach, Florida 33139

**DANCO DEVELOPMENT CORP.**  
a Florida corporation

SIGNATURE

*[Signature]*  
**SAMUEL DAN, Pres.**  
(corporate officer)

TITLE: President

DATE

7/31/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**DANCO DEVELOPMENT CORP.**  
a Florida corporation

SIGNATURE

*[Signature]*  
**SAMUEL DAN**

DATE: July 31, 2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Coleen O. Henderson**  
Commission # CC 660827  
Expires July 1, 2001  
Bonded Through  
Atlantic Bonding Co., Inc.

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