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FRAZIER, HOTTE & ASSOCIATES, P.A.

ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Me DANIEL HOTTE*, LLL
*admitted to practice
only in the Province
of Quebec, Canada

November 9, 2000

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Secretary of State
State of Florida
Division of Corporation
The Capitol
Tallahassee, Florida 32302

IN RE: Hillsboro Development & Construction Co., a Florida corporation

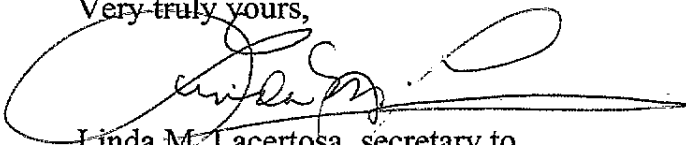
Gentlemen:

Enclosed herewith please find duplicate original Articles of Incorporation for Hillsboro Development & Construction Co., a Florida corporation, together with our check in the amount of \$87.50, which represents \$70.00 for filing fee, \$8.75 for certified copy of the Articles and \$8.75 for a Certificate of Incorporation.

Please return a certified copy of the Articles, after filing, to the undersigned.

Should you require further assistance, or if you might have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Very truly yours,



Linda M. Lacertosa, secretary to
ROBERT W. FRAZIER, JR., ESQ.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HILLSBORO DEVELOPMENT & CONSTRUCTION CO.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HILLSBORO DEVELOPMENT & CONSTRUCTION CO.

The address of the principal office of this corporation shall be 19333 Collins Avenue, # 810, North Miami Beach, Florida 33160 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is for the acquisition, development, operation, lease, sale and related activities with respect to real property, both within and without the State of Florida and to engage or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be ROBERT W. FRAZIER, JR., ESQ. and the name of the initial registered agent of this

Corporation at this address is 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) directors, initially, The name and street address of the initial member of the Board of Directors is:

Ralph Chernin
1812 South West 17th Street
Boca Raton, Florida 33486

Nathan Kalichman
19333 Collins Avenue, #810
North Miami Beach, Florida 33160

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are appointed or elected is:

President:

Ralph Chernin
1812 South West 17th Street
Boca Raton, Florida 33486

Secretary/Treasurer:

Nathan Kalichman
19333 Collins Avenue, #810
North Miami Beach, Florida 33160

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation is:

ROBERT W. FRAZIER, JR., ESQ.
2400 East Commercial Boulevard
Suite 826
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this

14 day of November, 2000.


ROBERT W. FRAZIER, JR.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, ROBERT W. FRAZIER, JR., ESQ., having a place of business at 2400 East
Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308 and having been
designated as the Registered Agent in the above and foregoing Articles of Incorporation, is
familiar with and accepts the obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.


ROBERT W. FRAZIER, JR., ESQ.