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DECEMBER 15, 2000

Memo *From*
VICTOR ESCARPANTER

To DIVISION OF CORPORATIONS
ATT: PERSON IN CHARGE

RE: NEW YORK - NEW YORK DOWNTOWN, INC.

ENCLOSED IS OUR CHECK FOR \$ 78.75 TO COVER INCORPORATION COSTS.

KINDLY SEND OFFICIAL DOCUMENTS TO US AS SOON AS POSSIBLE.

THANK YOU.

Victor Escarpenter (M)
SINCERELY YOURS,

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*****78.75 *****78.75

VICTOR ESCARPANTER AND ASSOCIATES, P.A.
ACCOUNTANTS - TAX PRACTITIONERS
7875 S. W. 40th St., Suite 219
Miami, Florida 33155
Tel: (305) 261-2581

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

NEW YORK - NEW YORK DOWNTOWN, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this corporation shall be:

NEW YORK - NEW YORK DOWNTOWN, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.

b. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares capital stock bonds, mortgages, debentures,

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obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d. To acquire, hold, undertake and fully exploit the good will property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

e. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in. and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, District of Columbia, and any and all foreign countries.

h. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certifi-

commercial, mercantiled, manufacturing, industrial or other business concerns, firms, association and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j. To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein it being understood that the enumeration of sepcific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIFTY shares, no par value, common stock. This Stock have full voting rights, pre-amptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stocks may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10)days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:

13445 S.W. 98TH COURT, MIAMI, FLORIDA 33176.

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than ONE no more than FIFTEEN.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME

ADDRESS

DRORA ADIVI

13445 S.W. 98TH COURT

ARTICLE IX

SUBSCRIBERS

NAME

ADDRESS

DRORA ADIVI

13445 S.W. 98TH COURT

MIAMI, FLORIDA 33176

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the Corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

The register agent of the Corporation shall be:

DRORA ADIVI

The register office of the Corporation shall be:

13445 S.W. 98TH COURT, MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to d business both within and without the State of Florida, under laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 15TH day of DECEMBER, 19 2000.

X _____ (SEAL)

_____ (SEAL)

_____ (SEAL)

_____ (SEAL)

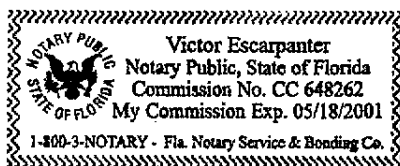
_____ (SEAL)

who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and respectfully, and the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal at Miami, Dade County, Florida this 15TH day of DECEMBER, 2000..


Notary Public State of Florida at Large

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 49.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT NEW YORK - NEW YORK DOWNTOWN, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI
(CITY)

STATE OF FLORIDA HAS NAMED DRORA ADIVI
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 13445 S.W. 98TH COURT, MIAMI, FLORIDA 33176
(STREET ADDRESS AND NUMBER OF BUILDING POST OFFICE
BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE DECEMBER 15TH, 2000.

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(RESIDENT AGENT)

DATE DECEMBER 15TH, 2000.

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TALLAHASSEE, FLA