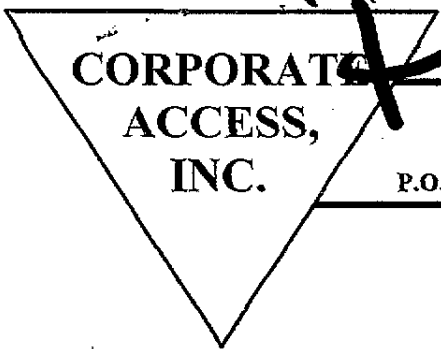


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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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01 FEB 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

1.) Wais Property Investments, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
01 FEB 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WAIS PROPERTY INVESTMENTS, INC.
(a Florida Corporation)

01 FEB 21 PM 4:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporator, for the purposes of forming a corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: **WAIS PROPERTY INVESTMENTS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is: 3400 NE 192nd Street, #1702, Aventura, FL 33180.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is: MANES WAISMAN, at 3400 NE 192nd Street, #1702, Aventura, FL 33180.

ARTICLE V: INCORPORATORS

The name(s) and address(es) of the incorporator(s) of this corporation is (are): MANES WAISMAN, at 3400 NE 192nd Street, #1702, Aventura, FL 33180.

ARTICLE VI: INITIAL BOARD OF DIRECTORS/OFFICERS

The name(s) and address(es) of the initial members of the Board of Directors of the corporation is (are): MANES WAISMAN at 3400 NE 192nd Street, #1702, Aventura, FL 33180. The name(s) and address(es) of the initial Officers of the corporation is (are): MANES WAISMAN, President and Secretary at 3400 NE 192nd Street, #1702, Aventura, FL 33180.

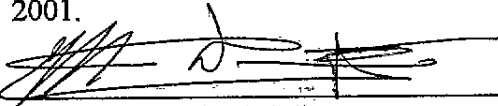
ARTICLE VII: PURPOSE OF CORPORATION

The major purpose of the corporation shall be to engage in real estate investments, real estate management and other real estate business. The corporation is also authorized to engage in any other business or to perform any other act not prohibited by law.

ARTICLE VIII: LIMITED LIABILITY

The shareholders of the corporation shall not be personally liable for any of the obligations of the corporation to any extent.

The undersigned has executed these Articles of Incorporation this 20th day of February, 2001.



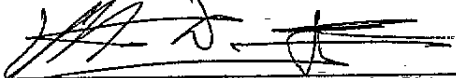
MANES WAISMAN, Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is: WAIS PROPERTY INVESTMENTS, INC.
2. The name and street address of the registered agent of the corporation is: MANES WAISMAN, at 3400 NE 192nd Street, #1702, Aventura, FL 33180.

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 ALL OF 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.



MANES WAISMAN, Registered Agent

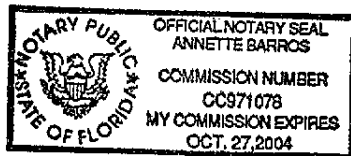
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

ss.

Before me personally appeared MANES WAISMAN, who is/are personally known to me, or who produced ARGENTINA ID as identification, and he/she/they stated that the foregoing instrument was executed for the purposes therein expressed, this 20 day of February, 2001.

Annette Barros
NOTARY PUBLIC, State of Florida at large

(stamp/seal)



01 FEB 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED