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FLORIDA PROFIT CORPORATION OR P.A.

521 LINCOLN, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
521 LINCOLN, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is 521 LINCOLN, Inc.

ARTICLE II

The existence of the Corporation shall begin on April 16, 2001.

ARTICLE III

The street address of the principal office of the Corporation is 521 Lincoln Road, Miami Beach, Florida 33139.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 521 Lincoln Road, Miami Beach, Florida 33139. The initial registered agent for the Corporation at that address is Ilana Kalichman-Artzy.

ARTICLE VI

The initial board of directors shall consist of four (4) members. The names and address of the persons who will serve on the initial board of directors are:

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Name	Address
Ilana Kalichman-Artzy	3475 Mystic Pointe Drive Aventura, Fl 33180
Isaac Amselem	3731 N. Country Club Drive Aventura, Fl 33180
Mervyn Brody	300 SW 1 st Avenue, Fort Lauderdale, Fl 33301
Yaakov Artzy	3475 Mystic Pointe Drive Aventura, Fl 33180

ARTICLE VII

The names and street addresses of the persons signing these Articles of Incorporation are:

Name	Address
Ilana Kalichman-Artzy	3475 Mystic Pointe Drive Aventura, Fl 33180
Isaac Amselem	3731 N. Country Club Drive Aventura, Fl 33180
Mervyn Brody	300 SW 1 st Avenue, Fort Lauderdale, Fl 33301
Yaakov Artzy	3475 Mystic Pointe Drive Aventura, Fl 33180

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 11th day of April, 2001.



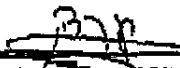
By: Ilana Kalichman-Artzy, Incorporator



By: Isaac Amselem, Incorporator



By: Mervin Brody - Incorporator



By: Yaakov Artzy, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is:

521 Lincoln, Inc.

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

Iana Kalichman-Artz +
521 Lincoln Rd.
Miami Beach, FL 33139

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.

Signature _____
Date 4/11/01

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