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AUTHORIZATION :

Patricia Pigute

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 29, 2001

ORDER TIME : 11:06 AM

ORDER NO. : 451492-005

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CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq
Green Kahn & Piotrkowski, Pa

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: REM RE INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

PS 8/30/01

RECEIVED
01 AUG 30 PM 12:58
DIVISION OF CORPORATION

FILED

01 AUG 30 PM 3:08

ARTICLES OF INCORPORATION
OF
REM RE INVESTMENTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

REM RE INVESTMENTS, INC.

The address of the principal office of this corporation shall be 141 Bal Cross Drive, Bal Harbor, Florida 33154, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Raquel Sragowicz Dir.	141 Bal Cross Drive Bal Harbor, Florida 33154
Eli Freund Dir.	Same as above
Mina Sragowicz Dir.	Same as above

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Raquel Sragowicz Pres.	141 Bal Cross Drive Bal Harbor, Florida 33154
Eli Freund Vice-Pres.	Same As Above
Mina Sragowicz Sec./Treas.	Same As Above

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

FILED

01 AUG 30 PM 3:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 30, 2001.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

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