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SAMUEL J. CANTOR, P.A.
ATTORNEY AT LAW
6700 BROKEN SOUND PARKWAY NW, #200
BOCA RATON, FLORIDA 33487
(561) 982-9555
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SAMUEL J. CANTOR*

*ALSO MEMBER OF PENNSYLVANIA BAR

January 4, 2002

FILED
02 JAN 10 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/10/02--01052--019
****245.00 *****78.75

Re: Filing Articles of Incorporation of:
GOLDEN PALMS OF PALM BEACH, INC.
TAL REALTY, INC.

Gentlemen/Ladies:

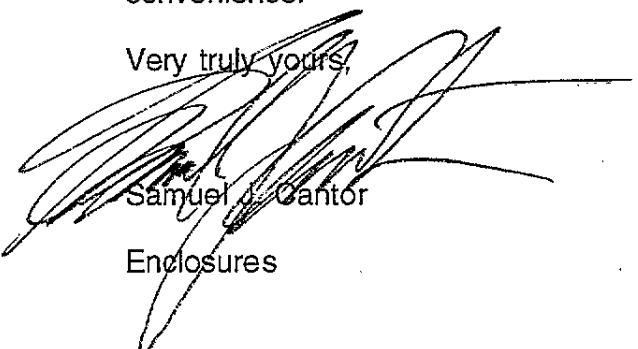
Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of GOLDEN PALMS OF PALM BEACH, INC.
2. An original and a xerox copy of the Articles of Incorporation of TAL REALTY, INC.
3. The Firm's check in the amount of \$245.00 in payment for the following:

(a) Filing Fees in the amount of	\$ 70.00
(b) Certified Copies in the amount of	70.00
(c) Resident Agent Designation in the amount of	<u>105.00</u>
TOTAL \$245.00	
4. A Certificate Designating Resident Agent.

Please file the original in your office and return the certified copies to this office VIA FEDERAL EXPRESS (airbill and Federal Express envelope enclosed) at your earliest convenience.

Very truly yours,



Samuel J. Cantor

Enclosures

VIA FEDERAL EXPRESS

D. WHITE JAN 15 2002 7

ARTICLES OF INCORPORATION

TAL REALTY, INC.

FILED
02 JAN 10 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Samuel J. Cantor, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

TAL REALTY, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to own, as the corporation's sole and only asset, the property and the incidental personal property necessary for the ownership or operation of the property located at 4905 S. Lantana Road, Lake Worth, Florida. The corporation will not engage in any business other than the ownership, management and operation of the property. The corporation shall not enter into any contract or agreement with any officer or director or any party which is directly or indirectly controlling, controlled by or under common control with the corporation or any of its officers, directors and/or shareholder (an "Affiliate"), except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arm's-length basis with third parties other than the corporation or an affiliate or its officers, directors and/or shareholders. The corporation has not incurred and shall not incur any indebtedness, secured or unsecured, direct

or indirect, absolute or contingent (including guaranteeing any obligation), other than (i) the debt, and (ii) trade and operational debt incurred in the ordinary course of business with trade creditors and in amounts as are normal and reasonable under the circumstances. No indebtedness other than the debt may be secured (subordinate pari passu) by the property, without the prior written consent of the lender. The corporation has not made and shall not make any loans or advances to any third party, nor to officers, directors and or shareholders, any affiliate or any constituent party of the corporation. The corporation is and will remain solvent and the corporation will pay its debts from its assets as the same shall become due. The corporation has done or caused to be done and will do all things necessary to preserve its existence, and the corporation will not, nor will corporation permit officers, directors and/or shareholders to amend, modify or otherwise change the articles of incorporation by bylaws, or other organizational documents of the corporation in a manner which would adversely affect the corporation's existence as a single purpose entity. The corporation shall maintain books and records and bank accounts separate from those of its affiliates and any constituent party of the corporation and the corporation will file its own tax returns. The corporation shall be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate, any constituent party of the corporation, its officers, directors and/or shareholders. The corporation shall preserve and keep in full force and effect its existence, good standing and qualification to do business in the State of Florida where the property is located.

The corporation shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations. Neither the corporation nor any constituent party of the corporation will seek the dissolution or winding up, in whole or in part, of the corporation, nor will the corporation merge with or be consolidated into any other entity. The corporation shall not commingle the funds and other assets of the corporation with those of any affiliate, any officer, director or shareholder, any constituent party of the corporation or any other person. The corporation has and will maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any constituent party of the corporation, affiliate, officer, director and/or shareholder. The corporation does not and will not hold itself out to be responsible for the debts or obligations of any other person (provided, that the foregoing shall not prevent the corporation from being and holding itself responsible for expenses incurred or obligations undertaken by the property manager of the property in respect of its duties regarding the property). The corporation shall obtain and maintain in full force and effect, and abide by and satisfy the material terms and conditions of, all material permits, licenses, registrations and other authorizations with or granted by any governmental authorities that may be required from time to time with respect to the performance of its obligations under a mortgage for the property.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE HUNDRED (100) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

SAMUEL J. CANTOR
6700 BROKEN SOUND PARKWAY NW, SUITE 200
BOCA RATON, FLORIDA 33487

This is also the principal office and mailing address of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The initial Director shall be: Joshua Sternhell, 103 College Road, Suffern, New York 10901.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Samuel J. Cantor, 6700 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

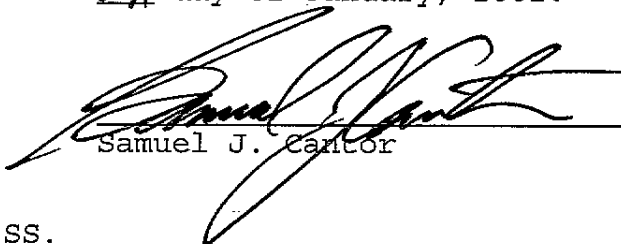
ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of:


TAL REALTY, INC. on this 8th day of January, 2002.



Samuel J. Cantor

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 8th day of January, 2002 by Samuel J. Cantor as Incorporator.

Seal

Karin M. McChesney
Commission # CC 920305
Expires April 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC AT LARGE, STATE OF FL

MY COMMISSION EXPIRES:


Karin M. McChesney
Commission # CC 920305
Expires April 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING RESIDENT AGENT

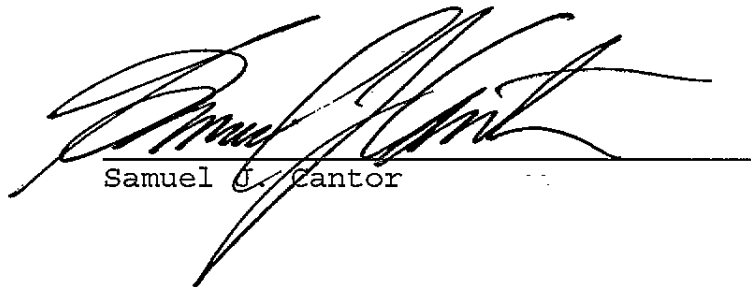
AND OFFICE FOR SERVICE OF PROCESS

FILED
02 JAN 10 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TAL REALTY, INC. a corporation existing under the laws of the State of Florida with its principal office at 6700 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487 has named Samuel J. Cantor whose address is 6700 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487 as Resident Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.



Samuel J. Cantor