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TRANSMITTAL LETTER

FILED

02 JUL -5 AM 10:10

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200006233952--6
-07/05/02--01087--020
*****78.75 *****78.75

SUBJECT: Canter and Company, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Sherman Canter
Name (Printed or typed)

2120 N.E. 205th Street
Address

North Miami Beach, FL 33179
City, State & Zip

(305) 932-6085
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

C. BLALOCK JUL 9 2002

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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ARTICLE I NAME

The name of the corporation shall be:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Canter and Company, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

2120 N.E. 205th Street
North Miami Beach, FL 33179

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

- 1) To engage in every phase and aspect of the purchase, sale, and/or development of real estate under the laws of the State of Florida.
- 2) To otherwise engage in any activity permitted under the laws of the United States or the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:
1000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

Sherman Canter
2120 N.E. 205th Street
North Miami Beach, FL 33179
President

Fern Canter
2120 N.E. 205th Street
North Miami Beach, FL 33179
Vice President

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

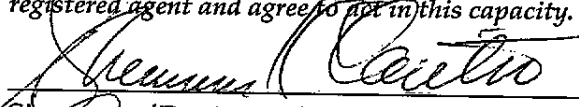
Sherman Canter
2120 N.E. 205th Street
North Miami Beach, FL 33179

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

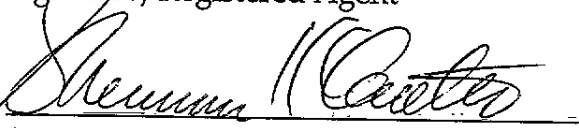
Sherman Canter
2120 N.E. 205th Street
North Miami Beach, FL 33179

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

7/3/02
Date



Signature/Incorporator

7/3/02
Date