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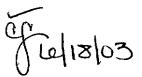
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TRACY J. ROSENHOLTZ, P.A.

ATTORNEY AT LAW

300°S. Pine Island Road, Suite 265 Plantation, Florida 33324

Tel: 954-382-8842 Fax: 954-382-8845 trosenholtz@FloridaJurist.com

TRANSMITTAL LETTER

June 12, 2003

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

Re: Registration/Incorporation of: GOLDBERG PROPERTY ACQUISITIONS, INC.

Enclosed is 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 \$70.00

\$78.75

Filing Fee & Certified Copy Filing Fee, Certified Copy & Certificate of

Status

ADDITIONAL COPY REQUIRED

From:

The Law Office of Tracy J. Rosenholtz, P.A

300 S. Pine Island Road, Suite 265

Plantation, Florida 33324

(954) 382-8842

Encl: Original Articles of Incorporation

Copy- Articles of Incorporation

FILED

2003 JUN 16 AM 10: 15

ARTICLES OF INCORPORATION JELLE IARY OF STATE TALLAHASSEE FLORIDA

GOLDBERG PROPERTY ACQUISITIONS, INC.

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

<u>ARTICLE - I - NAME OF CORPORATION</u>

The name of the corporation shall be GOLDBERG PROPERTY ACQUISITIONS, INC.

ARTICLE - II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation and the street address of its corporate office shall be 3000 Island Boulevard, PH-1, Aventura, Florida 33160 with the privilege of transferring locations or having branch offices at other places within or without the State of Florida, and within or without the United States of America. The name of its initial registered agent shall be BERNARD GOLDBERG, whose address is 3000 Island Boulevard, PH-1, Aventura, Florida 33160.

ARTICLE III - PURPOSE OF BUSINESS

The purpose of business of this corporation shall be as follows: The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to the acquisition, purchase, and resale of residential and commercial real property within the State of Florida, any other state, or any other country permissible by Federal law as well as the performance of such other related activities incidental to the general purpose of this corporation, and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

<u>ARTICLE IV – SHARES</u>

The amount of the authorized capital stock of this corporation shall be one thousand (1000) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL OFFICERS/DIRECTORS

The names and post office address of the officer(s) and first Board of Directors of this corporation shall be one (1) in number and shall hold office for the first year, or until their successor(s) are elected and have qualified, shall be:

BERNARD GOLDBERG 3000 Island Boulevard, PH-1 Aventura, Florida 33160 PRESIDENT/SECRETARY

AVERY I. GOLDBERG 334 E. 74th Street Apartment 6B New York, NY 10021 VICE PRESIDENT

STEWART M. GOLDBERG 5329 NW 107th Avenue Coral Springs, Florida 33076 TREASURER

ARTICLE VI - REGISTERED AGENT

The name and address of the registered agent of the corporation shall be:

BERNARD GOLDBERG 3000 Island Boulevard, PH-1 Aventura, Florida 33160

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation shall be:

BERNARD GOLDBERG 3000 Island Boulevard, PH-1 Aventura, Florida 33160

ARTICLE VIII - DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be the date the Articles of Incorporation are filed with the Secretary of State.

| IN WITNESS WHEREOF, I have hereunto set my hand and seal on this <u>36</u> day of |
|--|
| May, 2003. |
| BERNARD GOLDBERG Registered Agent Date |
| STATE OF FLORIDA) COUNTY OF BROWARD) |
| PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, BERNARD GOLDBERG, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed and subscribed to the same for the purpose herein expressed. |
| IN WITNESS WHEREOF, I have hereunto set my hand and official seal at broward County, this day of May, 2003. |
| My Commission Expires: Notary Public Tabotha Manderson |
| OFFICIAL NOTARY SEAL TABITHA MANDERSON NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC907151 MY COMMISSION EXP. FEB. 1,2004 |

STATE OF FLORIDA DEPARTMENT OF STATE

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors

The following is submitted in compliance with Chapter 48-091, Florida Statutes:

GOLDBERG PROPERTY ACQUISITIONS, INC.

A corporation organized (or organizing) under the laws of the State of Florida, with its principal place of business, whose address is 3000 Island Boulevard, PH-1, Aventura, Florida 33160 has named:

BERNARD GOLDBERG 3000 Island Boulevard, PH-1 Aventura, Florida 33160

as its agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 28 day of

May, 2003

BERNARD GOLDBERG

Secretary

FILED

ACCEPTANCE OF REGISTERED AGENT: GOLDBERG PROPERTY ACQUISITIONS, INC.

TALLAHASSEE FLORIDA

2003 JUN 16 AM 10: 15

I, BERNARD GOLDBERG, whose address 3000 Island Boulevard, PH-1, Aventura, Florida 33160, agree as Registered Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

BERNARD GOLDBERG

Registered Agent

STATE OF FLORIDA) COUNTY OF BLOWARD)

PERSONALLY APPEARED before me, the undersigned authority, duly qualified to administer oaths and take acknowledgements, BERNARD GOLDBERG, to me known to be the person described in and who executed and subscribed to the foregoing Acceptance of Registered Agent, and who acknowledged before me that that he/she executed and subscribed to the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at <u>Browael</u> County, this <u>day of May, 2003</u>.

12 day of June 2003

Mone

Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL TABITHA MANDERSON NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC907151 MY COMMISSION EXP. FEB. 1,2004