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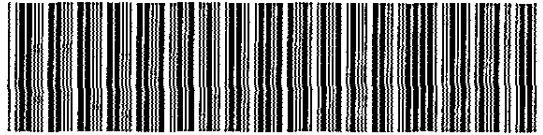
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DIVISION OF CORPORATION

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TS
10/09/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Design District Holdings Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
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- Certificate of Good Standing _____
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- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
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- UCC 1 or 3 File _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DESIGN DISTRICT HOLDINGS, INC.**

Theodore M. Goldberg, incorporator of these Articles of Incorporation and a natural person competent to contract, does hereby form a Corporation for profit in accordance with the laws of the State of Florida under Chapter 607 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this Corporation shall be: Design District Holdings, Inc.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence. The date on which this corporation's existence shall commence is the date on which these Articles are filed with the Secretary of State.

**ARTICLE III
GENERAL NATURE OF BUSINESS, POWERS, AND PURPOSE**

This corporation is organized for the purpose of investing in real property and transacting any or all other lawful business or activity, under the laws of the State of Florida, the United States, or any other state, country, territory or nation.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock, such shares to be of one dollar (\$1.00) par value.

ARTICLE V
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 2420 SW 27th Ave., Miami, FL 33145.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is: THEODORE M. GOLDBERG, ESQ., whose office is the initial registered office of this Corporation and is located at 3250 Mary Street, Suite 303, Coconut Grove, FL 33133.

ARTICLE VII
INITIAL DIRECTOR(S)

This corporation shall have two directors, initially. The name and street address of the initial directors, who shall hold office for the first year of the corporation or until a successor is elected or appointed, are:

Jordan Landsberg
2420 SW 27th Ave.
Miami, FL 33145

Tony Cho
2420 SW 27th Ave.
Miami, FL 33145

ARTICLE VIII
INCORPORATOR

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

Theodore M. Goldberg
3250 Mary Street, Suite 303
Coconut Grove, FL 33133

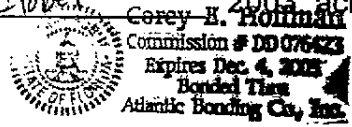
IN WITNESS WHEREOF, I, the undersigned, as incorporator of Design District Holdings, Inc., have executed these Articles of Incorporation this 8 day of October, 2003 at Miami, Miami-Dade County, Florida.

Theodore M. Goldberg
Theodore M. Goldberg

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

SS:

Theodore M. Goldberg, who produced a Florida driver's license as identification, or who is personally known by me, this 8th day of October, 2003, acknowledged the foregoing Articles before me.



Corey E Hoffmann
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: Theodore M. Goldberg
Theodore M. Goldberg, Esq.
(Registered Agent)

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