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FLORIDA PROFIT CORPORATION OR P.A.

GOLDWATER REALTY XV, INC.

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ARTICLES OF INCORPORATION

OF

5

GOLDWATER REALTY XV, INC.

ARTICLE I
NAME

The name of this corporation is: **GOLDWATER REALTY XV, INC.**

ARTICLE II
PRINCIPAL MAILING ADDRESS OF BUSINESS

The principal mailing address of business for this corporation is: **GOLDWATER REALTY XV, INC., P.O. Box 190816, Miami Beach, Florida 33119.**

ARTICLE III
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by: Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #103, Coral Gables, FL 33146
Telephone (305)666-6010

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: Zalman Fellig 1801 West Avenue, Miami Beach, Florida 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

Director/President/Treasurer: Zalman Fellig
1801 West Avenue
Miami Beach, FL 33139

Director/Vice-President/Secretary: Solomon Fellig
1801 West Avenue
Miami Beach, Florida 33139

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Pablo R. Bared, Esq., 1500 San Remo Ave., Suite 103, Coral Gables, FL 33146.

ARTICLE IXV
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Prepared by: Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA
1500 San Remo Ave., #103, Coral Gables Fl. 33146
Telephone (305)666-6010

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24th day of February, 2004.



Pablo R. Bared, Esq. Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 24th day of February 2004.



NOTARY PUBLIC

My commission expires:

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue
Suite 103
Coral Gables, FL 33146
Telephone (305)666-6010



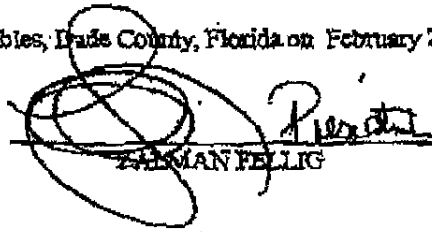
Lourdes Martinez
My Commission DD017750
Expires April 15, 2005

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**ACCEPTANCE OF REGISTERED AGENT
FOR
GOLDWATER REALTY XV, INC.**

Having been named to accept service of process for **GOLDWATER REALTY XV, INC.**, Pursuant to Article VI of the Articles of Incorporation **GOLDWATER REALTY XV, INC.**, I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on February 24, 2004.


PAUL MAN FELIG

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Ave.
Suite 106
Coral Gables, Fl. 33146
Telephone (305)666-6010

Articles

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