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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 MAY -5 PM 4:10

LAW OFFICES
SMITH & SUPRASKI
PROFESSIONAL ASSOCIATION
2450 N.E. MIAMI GARDENS DRIVE (186TH STREET)
SECOND FLOOR
NORTH MIAMI BEACH, FLORIDA 33180

JOSE SMITH
ATTORNEY AT LAW
LOUIS A. SUPRASKI
BOARD CERTIFIED
REAL ESTATE LAWYER
STEVEN H. ROTHSTEIN
ATTORNEY AT LAW

TELEPHONE
(305) 792-0060
FAX
(305) 792-0061

May 4, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Via Federal Express

RE: Yael Suaya, P.A.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for Yael Suaya, P.A., along with a check in the amount of \$78.75, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,


Karly J. Cueva
Legal Assistant

KJG/
Enclosures

ARTICLES OF INCORPORATION

OF

Yael Suaya, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY -5 PM 4:10

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: **Yael Suaya, P.A.** The principal place of business of this corporation shall be at **19963 NE 37th Avenue, Aventura, FL 33180.**

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
SPECIFIC PURPOSE

This corporation will provide the services of a real estate sales licensee.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

ARTICLE V
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE VI
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII
DIRECTOR(S)

The number of director(s) of the corporation shall be not less than two nor more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Yael Suaya	19963 NE 37 Avenue Aventura, FL 33180

ARTICLE VIII
DURATION

The corporation shall have a perpetual existence.

ARTICLE IX
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Yael Suaya	19963 NE 37 th Avenue Aventura, FL 33180	President/ Secretary

ARTICLE X
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XII
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is **Louis A. Supraski, Esq., 2450 NE Miami Gardens Drive, North Miami Beach, FL 33180.**

ARTICLE XIII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

Yael Suaya

**19963 NE 37 Avenue
Aventura, FL 33180**

ARTICLE IVX
INDEMNIFICATION

The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XV
EFFECTIVE DATE

The Effective Date of this Corporation which is the date that the corporation's existence commences is ~~xxxxxx~~ ²⁶ ~~xxxxxx~~ ^{3rd} ~~xxxxxx~~ ^{MAY} 2004. upon filing.

Dated this ~~xx~~ ²⁶ day of ~~xxxxxx~~ ^{MAY}, 2004.



Yael Suaya

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

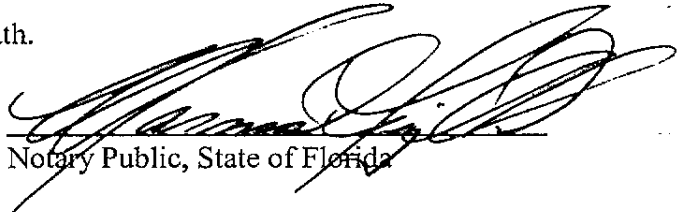
} ss:

The foregoing instrument was acknowledged before me this ~~xx~~ ²⁶ ~~3rd~~ ^{MAY} day of ~~xxxxxx~~ ^{xxxxxx} 2004, by Yael Suaya, who is personally known to me or who has produced a Driver's License as identification and who did ___ did not X take an oath.



Marnia Trujillo
Commission # DD 070197
Expires Dec. 21, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires

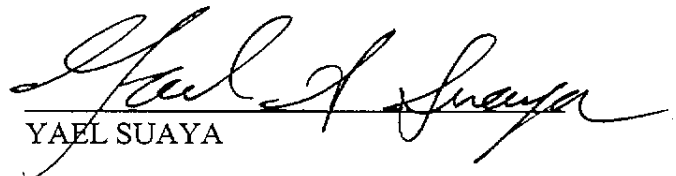


Notary Public, State of Florida


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT **Yael Suaya, P.A.**, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT 19963 NE 37 Avenue, Aventura, FL 33180, HEREBY NAMES
LOUIS A. SUPRASKI, ESQ., 2450 NE Miami Gardens Drive, North Miami Beach, FL
33180, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.


Yael Suaya

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


LOUIS A. SUPRASKI, ESQ.
REGISTERED AGENT
DATED: ~~05/03/2004~~ 05/03/2004

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY -5 PM 4:10