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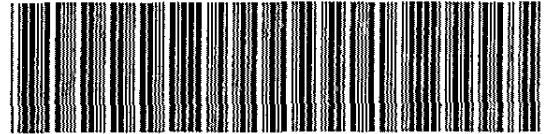
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TALLAHASSEE, FLORIDA
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12/9

ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
Aventura, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

Via Federal Express

December 7, 2004

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: ATS INTERMEX, INC.

Dear Sir or Madam:

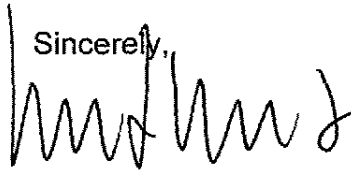
Enclosed please find the following:

Articles of Incorporation for the above name corporation, together with a check payable to the Secretary of State in the sum of \$87.50 representing the filing fee of \$35.00, registered agent fee of \$35.00 and (2) certified copies of the Articles.

Also enclosed is Federal Express air bill so that the certified copies maybe returned to me.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,



ALAN J. MARCUS

AJM/oa
Enclosures.

**ARTICLES OF INCORPORATION
OF
ATS INTERMEX, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ATS INTERMEX, INC.

ARTICLE II - CORPORATE ADDRESS

The principal office of the corporation and mailing address is 3530 Mystic Pointe Drive, Unit LPH 11, Aventura, FL 33180.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 7TH of December, 2004; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

The Corporation's business and purpose shall consist of the following:

(a) to acquire a membership interest in and act as the managing member of ATS INTERMEX, LLC, a Florida limited liability company (the "LLC"), which LLC is engaged solely in the ownership, operation and management of a real estate project known as the Intermex Building, located in Miami Dade County (the "Property"), pursuant to and in accordance with these Articles of Incorporation, and the Articles of Organization and Operating Agreement of the LLC; and

(b) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE V: LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(a) engage in any business or activity other than those set forth in Article IV or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization or Operating Agreement as in effect on the date hereof;

(b) incur any indebtedness or assume or guaranty any indebtedness of any other entity;

(c) cause or permit the LLC to grant consensual liens on the Property other than the lien granted by the LLC to secure any first priority loan obtained by the LLC from PNC Bank, National Association pursuant to the provisions of the Articles of Organization and Operating Agreement of the LLC (the "Mortgage,"), or cause or permit the LLC to incur any indebtedness or to assume or guarantee any indebtedness of any other entity other than the loan secured by the Mortgage and liabilities incurred in the ordinary course of business of the LLC relating to the ownership and operation of the Property and the routine administration of the LLC.

(d) dissolve or liquidate, in whole or in part;

(e) cause or consent to the dissolution or liquidation, in whole or in part, of the LLC;

(f) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(g) cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its property and assets substantially as an entirety to any entity;

(h) with respect to the Corporation or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator

(or other similar official) of the Corporation or the LLC or a substantial part of property of the Corporation or the LLC, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

(i) amend the Articles of Incorporation or the Bylaws of the Corporation or approve an amendment to the Articles of Organization or Operating Agreement of the LLC; or

(j) withdraw as the managing member of the LLC.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (a) through (g) and items (i) and (j).

ARTICLE VI: SEPARATENESS PROVISIONS

The Corporation shall:

(a) maintain books and records separate from any other person or entity;

(b) maintain its accounts separate from those of any other person or entity;

(c) not commingle its assets or funds with those of any other person or entity;

(d) conduct its own business in its own name;

(e) maintain separate financial statements from any other person or entity;

(f) pay its own liabilities out of its own funds;

(g) hold regular shareholder and director meetings as appropriate, to conduct the business of the Corporation, and do all things necessary to preserve its existence and observe all corporate formalities and other formalities required by these Articles and the Bylaws of the Corporation; and cause to be done and will do all things necessary to preserve its existence as a corporation;

(h) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;

(i) not guarantee or become obligated for, or pay, the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

- (j) not acquire obligations or securities of any of its members or any affiliate;
- (k) allocate fairly and reasonably any overhead for shared office space;
- (l) use separate stationery, invoices and checks from any other person or entity;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any other entity;
- (n) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (o) correct any known misunderstanding regarding its separate identity;
- (p) maintain adequate capital in light of its contemplated business operations;
- (q) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (r) be solvent and pay its debts from its assets as the same shall become due;
- (s) not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;
- (t) file its own tax returns; and
- (v) not enter into any contract or agreement with any general partner, principal, member, manager or affiliate of the Corporation, or any affiliate of any such general partner, principal, manager or member, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate.

ARTICLE VII - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

REGISTERED
AGENT

STREET ADDRESS OF
REGISTERED AGENT

ALAN J. MARCUS, ESQ.

20803 Biscayne Boulevard
Suite 301
Aventura, Florida 33180

ARTICLE X - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one. The initial director of this Corporation shall be the incorporator named below.

AMOS SHOSHAN

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

AMOS SHOSHAN

3530 Mystic Pointe Drive
Unit LPH 11
Aventura, Florida 33180

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of December, 2004.



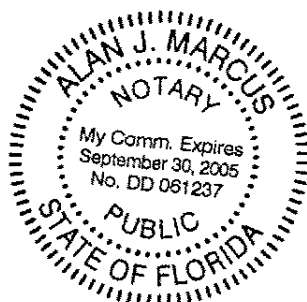
AMOS SHOSHAN
Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, this day, personally appeared AMOS SHOSHAN to me (x) personally known, or () who presented as I.D.: _____ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:



NOTARY PUBLIC STATE OF FLORIDA

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

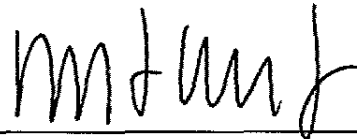
ATS INTERMEX, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
submitted, in compliance with said Act:

First - that ATS INTERMEX, INC.

desiring to organize under the law of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at 3530 Mystic Pointe Drive, Unit LPH 11,
Aventura, FL 33180 appoints the undersigned as its agent to accept service of Process
within this State.

Having been named to accept Service of Process for the above stated Corporation
at the place designated in this Certificate, I am hereby familiar with and accept the duties
and responsibilities as Registered Agent for said corporation and to act in this capacity and
agree to comply with the provision of said Act relative to keeping open said office.



ALAN J. MARCUS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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