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2005 MAR 16 A 8:16

TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

aventura waterfront realty, inc.

D. WHITE MAR 17 2005

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 16, 2005

EMPIRE

SUBJECT: AVENTURA WATERFRONT REALTY, INC.
REF: W05000013485

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

2005 MAR 16 A 8:16

OF

AVENTURA WATERFRONT REALTY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name and address of this corporation shall be:

AVENTURA WATERFRONT REALTY, INC.
3000 Marcos Drive, Unit P-503
AVENTURA, FLORIDA 33160

ARTICLE II.

NATURE OF CORPORATION BUSINESS

The corporation may engage in any activity or business permitted
under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of Five Hundred
(500) Shares of Stock. The shares of stock authorized shall be common stock having
a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share
of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the
State of Florida shall be:

405000061579

RAY STRAUSS
17270 NE 19th Avenue
North Miami Beach, FL 33162

ARTICLE V.

The Corporation and the officers are to be considered as eligible for the Conditions under Section 1244 of the Internal Revenue Code.

ARTICLE VI.

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

| NAME | ADDRESS |
|---------------------------------|--|
| Ronita Cherry, President | 3000 Marcos Drive, Unit P-503 Aventura, Florida 33160 |
| Nelson E. Arcencibia, Secretary | 3000 Marcos Drive, Unit P-503 Aventura, Florida 33160 |

The members of the first Board of Directors shall hold office until the first annual Meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATORS

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:


INCORPORATOR

ADDRESS

Bonita Cherry

3000 Marcos Drive, Unit P-503
Aventura, Florida 33160

The undersigned incorporator, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


BONITA CHERRY (SEAL)

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

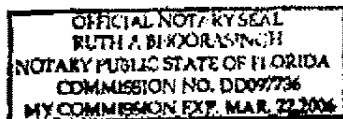
BE IT REMEMBERED that on this 10th day of MARCH, 2005

before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared BONITA CHERRY, to me known to be the person described as incorporator in the foregoing Articles of Incorporation and acknowledged before me that she executed said Articles of Incorporation.

My commission expires:


NOTARY PUBLIC

RUTH A. BHARGAVA
Print Name:



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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

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

First - - - That AVENTURA WATERFRONT REALTY, INC.
desiring to organize under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at City of AVENTURA, County of
MIAMI-DADE, State of FLORIDA, has named RAY STRAUSS
located at 17270 NE 19th Avenue
City of North Miami Beach, County of Miami-Dade,
State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:


RAY STRAUSS
(Registered Agent)

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