

Electronic Articles of Incorporation For

**P06000120786
FILED
September 19, 2006
Sec. Of State
bmcknight**

DESDEMONA 81, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DESDEMONA 81, INC.

Article II

The principal place of business address:

119 WASHINGTON AVENUE
SUITE 504
MIAMI BEACH, FL. US 33139

The mailing address of the corporation is:

119 WASHINGTON AVENUE
SUITE 504
MIAMI BEACH, FL. US 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000 COMMON SHARES, \$1.00 PAR VALUE

Article V

The name and Florida street address of the registered agent is:

RICHARD A FREEMAN ESQ.
119 WASHINGTON AVENUE
SUITE 504
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD ALLEN FREEMAN, ESQ.

Article VI

The name and address of the incorporator is:

RICHARD A. FREEMAN
119 WASHINGTON AVENUE
SUITE 504
MIAMI BEACH, FL 33139

Incorporator Signature: RICHARD A. FREEMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/T
CHRISTIAN H JAGODZINSKI
10 PALM AVENUE
MIAMI BEACH, FL. 33139 US

Title: VP/S
RICHARD A FREEMAN ESQ.
119 WASHINGTON AVENUE
MIAMI BEACH, FL. 33139 US

Article VIII

The effective date for this corporation shall be:

09/19/2006

RICHARD FREEMAN ASSOCIATES, LLC

The Atlantic Center, Suite 504
119 Washington Avenue
Miami Beach, FL 33139
(305) 777-0146 x14

September 20, 2006

Becky McKnight

Document Specialist

New Filing Section

Division of Corporations

BY FACSIMILE TRANSMISSION

RE: DESDEMONA 81, INC. Document Number: W06000041227
Tracking Number: 400079954304

Dear Ms. McKnight:

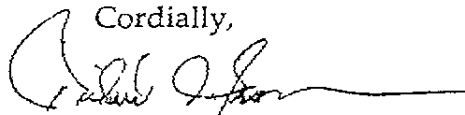
We have been advised by you that our request to do an electronic filing for the above-captioned corporate entity has been rejected for the following reason:

"The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity."

Please be advised that the existing entity (DESDEMONA 81, LLC) is owned 100% by the same individual who will own DESDEMONA 81, INC. Moreover, the President and the Sole Director of Desdemona 81, Inc. (Christian Jagodzinski) will be the sole Manager of Desdemona 81, LLC. These two entities are being formed for the purpose of investing in a limited partnership, where it will be necessary to have separate entities to perform the roles of General Partner and Limited Partner.

We request that DESDEMONA 81, INC. be filed with your office TODAY so that the Closing may go forward tomorrow. Thank you for your accommodation.

Cordially,



Richard A. Freeman, Esq.