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FLORIDA PROFIT/NON PROFIT CORPORATION
POMPANO RETAIL CORP.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
POMPANO RETAIL CORP.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act(s) as incorporator in adopting and filing the following articles of incorporation (the "Articles") for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: POMPANO RETAIL CORP. (the "Corporation")

ARTICLE II

The existence of the Corporation shall begin on: November 23, 2009.

ARTICLE III

The street address of the principal office and the mailing address of the Corporation is:

404 fifth Ave
6th Floor
New York, NY 10018

ARTICLE IV

- (a) The Corporation has been formed for the following purposes: POMPANO RETAIL ONE NORTH OCEAN BLVD., LLC, a Florida limited liability company (the "Borrower" and such interest, the "Asset");
- (b) to engage in any activities necessary to purchase, acquire, own, hold, sell, transfer and assign the Asset;
- (c) to engage in any activities necessary to hold, receive, exchange, otherwise dispose of and otherwise deal in and exercise all rights, powers, privileges, and all other incidents of ownerships or possession with respect to all of the Corporation's property, including, without limitation, the Asset and any property or interests which may be acquired by the Corporation as a result of any distribution in respect of the Assets;
- (d) to engage in any activities necessary to authorize, execute and deliver any other agreement, notice or document in connection with the activities described above, including the filing of any notices, applications and other documents necessary or advisable to comply with any applicable laws, statutes, rules and regulations; and

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- (e) to engage in such lawful activities and to exercise such powers permitted to corporations under the Laws of the State of Florida that are incidental to or connected with the foregoing business or purposes or necessary to accomplish the foregoing.

The Corporation shall not engage in any activities other than as permitted under this Article Four.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 1000 par value \$0.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is: c/o Ritter Zaretsky & Lieber, LLP: 2915 Biscayne Boulevard, Third Floor, Miami, Florida, 33137. The initial registered agent for the Corporation at that address is: Oren D. Lieber, P.A.

ARTICLE VII

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors

The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in the By-Laws of the Corporation provided, however, that at all times the Board of Directors shall include at least one director (the "Independent Director") who shall not have been at the time of such individual's appointment or at any time while serving as an Independent Director, and may not have been at any time during the preceding five (5) years (i) a stockholder, director (other than as an Independent Director), officer, employee, partner, attorney or counsel of the Corporation, Borrower or any Affiliate of either of them, (ii) a customer, supplier or other Person who derives any of its purchases or revenues from its activities with the Corporation, Borrower or Affiliate of either of them, (iii) a Person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other Person, or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, customer, supplier or other Person. As used in this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of such Person, whether through ownership of voting securities, by contract or otherwise. The Board of Directors shall not take any action which, under the terms of these Articles or the By-Laws of the Corporation, requires a unanimous vote of the board of directors of the Corporation unless at the time of such action there shall be at least one member of the board of directors who is an Independent Director (and such Independent Director has participated in such vote).

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The initial board of directors shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's By-laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Jacob Chetrit	404 Fifth Ave 6th Floor New York, NY 10018
Robert Wolf	4706 18 th Ave Suite 200 Brooklyn, NY 11204
Andrew T. Panaccione	c/o Corporation Service Company 2711 Centerville Road, Suite 400 Wilmington, DE 19808

ARTICLE VIII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Oren Lieber, Esq.	555 NE 15 th Street, Suite 100 Miami, FL 33132

ARTICLE IX

The Corporation shall respect and appropriately document the separate and independent nature of its activities, as compared with those of any other Person or entity, take all reasonable steps to continue its identity as a separate legal entity, and make it apparent to third persons that the Corporation is an entity with assets and liabilities distinct from those of any other person or entity. Without limiting the foregoing:

(f) The Corporation will not own any asset or property other than (i) the Assets and (ii) incidental personal property necessary for the ownership or operation of the Assets.

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(g) The Corporation will not engage in any business other than the ownership, management and operation of the Assets and the Corporation will conduct and operate its business as presently conducted and operated.

(h) The Corporation will not enter into any contract or agreement with any Affiliate of Corporation, any constituent party of Corporation or any Affiliate of any constituent party, 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 any such party.

(i) The Corporation will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation) other than unsecured trade payables incurred in the ordinary course of business related to the ownership of an interest in Borrower that (A) do not exceed at any one time \$10,000.00, and (B) are paid within thirty (30) days after the date incurred

(j) The Corporation will not make any loans or advances to any third party (including any Affiliate or constituent party), and shall not acquire obligations or securities of its Affiliates.

(k) The Corporation will remain solvent and the Corporation will pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets as the same shall become due.

(l) The Corporation will maintain all of its books, records, financial statements and bank accounts separate from those of its Affiliates and any other Person. The Corporation's assets will not be listed as assets on the financial statement of any other Person, provided, however, that the Corporation's assets may be included in a consolidated financial statement of its Affiliates provided that (i) appropriate notation shall be made on such consolidated financial statements to indicate the separateness of the Corporation and such Affiliates and to indicate that the Corporation's assets and credit are not available to satisfy the debts and other obligations of such Affiliates or any other Person, and (ii) such assets shall be listed on the Corporation's own separate balance sheet. The Corporation will file its own tax returns (to the extent the Corporation is required to file any such tax returns) and will not file a consolidated federal income tax return with any other Person. The Corporation shall maintain its books, records, resolutions and agreements as official records.

(m) The Corporation will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any Affiliate of Corporation or any constituent party of the Corporation), shall correct any known misunderstanding regarding its status as a separate entity, shall conduct business in its own name, shall not identify itself or any of its Affiliates as a division or part of the other and shall maintain and utilize separate stationery, invoices and checks bearing its own name.

(n) The Corporation will maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.

(o) Neither the Corporation nor any constituent party will seek or effect the liquidation, dissolution, winding up, consolidation, asset sale, or merger, in whole or in part, of the Corporation.

(p) The Corporation will not commingle the funds and other assets of Corporation with those of any Affiliate or constituent party or any other Person, and will hold all of its assets in its own name.

(q) The Corporation will maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any Affiliate or constituent party or any other Person.

(r) The Corporation will not assume or guarantee or become obligated for the debts of any other Person and will not hold itself out to be responsible for or have its credit available to satisfy the debts or obligations of any other Person.

(s) The Corporation will not permit any Affiliate or constituent party independent access to its bank accounts.

(t) The Corporation shall pay the salaries of its own employees (if any) from its own funds and maintain a sufficient number of employees (if any) in light of its contemplated business operations.

(u) The Corporation shall compensate each of its consultants and agents from its funds for services provided to it and pay from its own assets all obligations of any kind incurred.

(v) The Corporation will maintain an arm's-length relationship with its Affiliates.

(w) The Corporation will allocate fairly and reasonably shared expenses, including shared office space.

(x) The Corporation will not pledge its assets for the benefit of any other Person.

(y) The Corporation will have no obligation to indemnify its officers or directors.

ARTICLE X

A director of the corporation shall not be liable to the corporation or its stockholders for

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monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the laws of the State of Florida as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this article; provided that, none of Article IV, VII, IX, XI, XII and XIII, shall be amended without the unanimous vote of the entire Board of Directors without any vacancies, including the Independent Director, or if there is more than one, all of the Independent Directors.

ARTICLE XII

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the affirmative vote of one hundred percent (100%) of the entire Board of Directors without any vacancies (including the Independent Director, or if there is more than one, all of the Independent Directors), (i) to the fullest extent permitted by law, merge or consolidate with any other corporation or (ii) except as otherwise provided in Article IV and elsewhere in these Articles, sell all or substantially all of the assets of the Corporation.

ARTICLE XIII

The Corporation shall not, without the unanimous vote of the entire Board of Directors without any vacancies (including the Independent Director, or if there is more than one, all of the Independent Directors), on behalf of itself or the Borrower, (i) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, (ii) seek or consent to the appointment of a receiver, liquidator or any similar official, (iii) take any action that might cause such entity to become insolvent, or (iv) make an assignment for the benefit of creditors.

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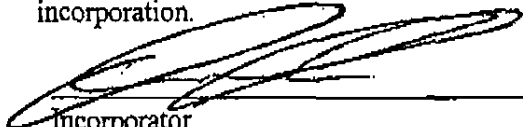
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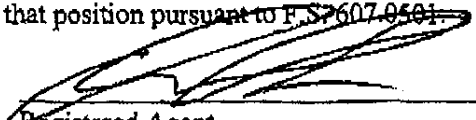
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.


Incorporator

11/24/09
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for POMPANO RETAIL CORP. at the place designated in these Articles, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


Registered Agent

11/24/09
Date

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