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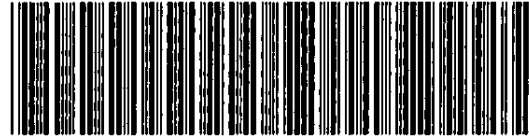
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

1666 KENNEDY CAUSEWAY
SUITE 412
NORTH BAY VILLAGE, FL 33141
PH. 305.866.1110
FAX 305.866.1112
JHERSH@HERSHLAW.NET

December 7, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
(850) 245-6052

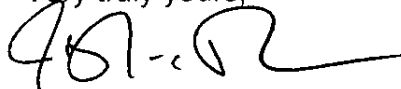
Re: Filing of Articles of Incorporation for Fifth Corner Realty Corp.
Our File No. 686.0001

Dear Division of Corporations:

Enclosed please find the original and two copies of the Articles of Incorporation for **Fifth Corner Realty Corp.**, along with a check in the amount of \$87.50 for the filing fee, designation of registered agent fee, certified copy of the filing, and a Certificate of Status.

We look forward to receipt of the certified copy of the filing and the Certificate of Status. Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Jeffrey S. Hersh,
For the Firm

JSH:jk
Enclosures
cc: Fifth Corner Realty Corp.

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FIFTH CORNER REALTY CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: JEFFREY S. HERSH, ESQ.
Name (Printed or typed)

1666 KENNEDY CAUSEWAY, SUITE 412
Address

NORTH BAY VILLAGE, FL 33141
City, State & Zip

(305) 866-1110
Daytime Telephone number

① gsimon@carlylemgmt.com
E-mail address: (to be used for future annual report notification)

② LJCLEGAL@aol.com

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
FIFTH CORNER REALTY CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 of the Florida Statutes, the undersigned hereby subscribes to, acknowledges, and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be FIFTH CORNER REALTY CORP.

ARTICLE II

The principal place of business of this Corporation is:

254 Katonah Avenue, Suite 203
Katonah, NY 10536

The mailing address for this Corporation is:

P.O. Box 803
Katonah, NY 10536

with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

Prepared by:
Jeffrey S. Hersh, P.A.
1666 Kennedy Causeway, Suite 412
North Bay Village, Florida 33141
Telephone: (305) 866-1110

ARTICLE IV

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The name and address of the first directors and officers of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

DIRECTORS & OFFICERS

Charles Rosner, President, 254 Katonah Avenue, Suite 203, Katonah, NY 10536

ARTICLE VI

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII

The initial registered agent for FIFTH CORNER REALTY CORP. shall be:

Louis J. Carbone, P.A.
90 Southeast 4th Avenue
Delray Beach, Florida 33483

ARTICLE VIII

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

Jeffrey S. Hersh, Esq.
1666 Kennedy Causeway, Suite 412
North Bay Village, FL 33141

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.


ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7th day of December, 2012.


Jeffrey S. Hersh, Esq., Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted:

Having been named the statutory Registered Agent and to accept service of process for the above stated Corporation, at the place designated herein, Louis J. Carbone, P.A. hereby accepts the appointment, acknowledges that he is familiar with and accepts the obligations of such, and agrees to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

DATED this 7th day of December, 2012.

LOUIS J. CARBONE, P.A., Registered Agent

By: _____

Louis J. Carbone, Esq.

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TALLAHASSEE, FLORIDA