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WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

*BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

**BOARD CERTIFIED
REAL ESTATE LAWYER

ADDITIONAL JURISDICTIONS

*ADMITTED IN ALABAMA
**ADMITTED IN U.S. VIRGIN ISLANDS
***ADMITTED IN MICHIGAN
*ADMITTED IN WASHINGTON, D.C.
*ADMITTED IN GEORGIA

REPLY TO: P.O. BOX 4195
SARASOTA, FLORIDA 34230

Corporate Records Bureau
Division of Corporation
Secretary of State
P. O. Box 337
Tallahassee, Florida 32301

200001405092
-02/14/95--01025--008
****122.50 ****122.50

Re: Articles of Incorporation/G.J.M. Properties, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for G.J.M. Properties, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

Paul D. Beitlich

PDB/dj
Enclosures
cc: G.J.M. Properties, Inc.

FILED
95 FEB 13 AM 7:57
TALLAHASSEE, FLORIDA
SECRET

T. BROWN FEB 15 1995

ARTICLES OF INCORPORATION

OF

G.J.M. PROPERTIES, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

G.J.M. PROPERTIES, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including the investment, development, construction, sales and marketing related to real estate and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand, two hundred (1,200) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

FILED
95 FEB 13 AM 7:57
CLERK OF DISTRICT COURT
JANUARY 13 1994

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2033 Main Street, #600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation is C. Eugene Jones, whose address is 2033 Main Street; #600, Sarasota, Florida 34237.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Neil Malamud, President & Director
1717 Second Street, Suite A
Sarasota, Florida 34236

C. Eugene Jones, Secretary/Treasurer & Director
2033 Main Street, #600
Sarasota, Florida 34237

Arthur D. Ginsburg, Vice-President & Director
2033 Main Street, #600
Sarasota, Florida 34237

VI.

INCORPORATOR

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

Paul D. Beitlich
2033 Main Street; #101
Sarasota, Florida 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is: 2033 Main Street, #600, Sarasota, Florida 34237.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of February, 1995.

PAUL D. BEITLICH (SEAL)
PAUL D. BEITLICH

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 8 day of February, 1995, by Paul D. Beitlich, who is personally known to me or who has produced _____ as identification.

Deborah K. Jordan
Notary Public
Printed Name: Deborah K. Jordan
Title or Rank: _____
Serial No. if any: _____




DEBORAH K. JORDAN
MY COMMISSION # CG 179125 EXPIRES
March 19, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to Section 607.034, Florida Statutes, G.D.M.
PROPERTIES, INC., desiring to organize under the laws of the State
of Florida, has named C. EUGENE JONES, located at 2033 Main Street,
#600, Sarasota, Florida 34237, as its agent to accept service of
process within this state.

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



C. EUGENE JONES
(Registered Agent)