

P950000/5139

PETERS, ROBERTSON, LAX, PARSONS & WELCHER, P.A.

25 S.E. SECOND AVENUE
SUITE 600
INGRAHAM BUILDING
MIAMI, FLORIDA 33131-1691
DADE: (305) 374-3103
BROWARD: (305) 522-5007
FACSIMILE: (305) 377-0005

PLEASE REPLY TO

1342 COLONIAL BOULEVARD
SUITE 7
KEY WEST PROFESSIONAL CENTRE
FORT MYERS, FLORIDA 33907-1012
TELEPHONE: (813) 938-1120
FACSIMILE: (813) 938-4038

MIAMI OFFICE

600 SOUTH ANDREWS AVENUE
SUITE 600
JEFFERSON BANK BUILDING
FORT LAUDERDALE, FLORIDA 33301-2802
TELEPHONE: (305) 761-8900
FACSIMILE: (305) 761-8900

515 NORTH FLAGLER DRIVE
SUITE 300 - PAVILION
NORTHBRIAR CENTRE
WEST PALM BEACH, FLORIDA 33401-4381
PALM BEACH: (407) 832-0800
BROWARD: (305) 771-7403
FACSIMILE: (407) 832-5054

February 2, 1995

JACKSON L. PETERS
Of Counsel

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/07/95--01098--007
****122.50 ****122.50

Re: 5101 Enterprise Corporation

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for **5101 Enterprise Corporation**, and a check in the amount of \$122.50, representing any and all fees required for the incorporation.

Please forward the Certificate of Incorporation to the undersigned:

Michael H. Lax, Esquire
25 S.E. Second Avenue
Suite 600 - Ingraham Building
Miami, Florida 33131
(305) 374-3103

Very truly yours,

Michael H. Lax
Michael H. Lax
For the Firm

MHL/bt

Enclosures

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6045-2977



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1995

MICHAEL H. LAX, ESQ.
25 S.E. 2ND AVE.
SUITE 600
MIAMI, FL 33131-1691

SUBJECT: 5101 ENTERPRISE CORPORATION
Ref. Number: W95000002977

We have received your document for 5101 ENTERPRISE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 295A00005717

**ARTICLES OF INCORPORATION
OF
5101 ENTERPRISE CORPORATION**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be 5101 ENTERPRISE CORPORATION.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, including but not limited to owning property, entering into contracts and carrying on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights to subscribe for or to purchase any shares of any class, and rights, warrants, or options with respect thereto, and any obligation convertible into or exchangeable for any such shares or other securities, whether out of unissued shares or other securities, or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

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ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of five (5) directors whose names and addresses are as follows:

Yehuda Bilu
6711 North Woodridge Drive
Parkland, Florida 33067

Shmuel Bilu
7901 Salem Lane
Parkland, Florida 33067

Simon Lebedin
20381 N.E. 30th Avenue
Apt. 302
North Miami Beach, Florida 33180

Ira Schwartz
9385 S.W. 109th Terrace
Miami, Florida 33176

Steven Schwartz
5840 Moss Ranch Road
Miami, Florida 33156

ARTICLE X

The initial registered agent of the corporation is Shmuel Bilu. The street address of the corporation's initial registered office is 5101 N.W. 36th Avenue, Miami, Florida 33142.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 5101 N.W. 36th Avenue, Miami, Florida 33142.

ARTICLE XII

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Yehuda Bilu
6711 North Woodridge Drive
Parkland, Florida 33067

Shmuel Bilu
7901 Salem Lane
Parkland, Florida 33067

Simon Lebedin
20381 N.E. 30th Avenue
Apt. 302
North Miami Beach, Florida 33180

Ira Schwartz
9385 S.W. 109th Terrace
Miami, Florida 33176

Steven Schwartz
5840 Moss Ranch Road
Miami, Florida 33156


ARTICLE XIII

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, and therefore, any right conferred upon the shareholders, is subject to this reservation.

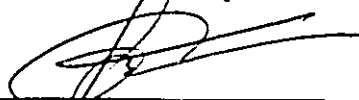
IN WITNESS WHEREOF, We, undersigned incorporators of this corporation, have executed these Articles of Incorporation on this 1st day of February, 1995.



YEHUDA BILU, Incorporator



SHMUEL BILU, Incorporator



SIMON LEBEDIN, Incorporator



IRA SCHWARTZ, Incorporator



STEVEN SCHWARTZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



SHMUEL BILU, Registered Agent

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TREASURY DIVISION