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TERMINAL 95
6:30 PM PUBLIC ACCESS SYSTEM (((H95000004600))) ELECTRONIC FILING COVER
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H95000004600))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GINGERBREAD AND FLUFF HOME IMPROVEMENTS INC. FAX AUDIT NUMBER:
H95000004600 CURRENT STATUS: REQUESTED DATE REQUESTED: 04/24/1995
TIME REQUESTED: 18:29:58 CERTIFIED COPIES: 1 CERTIFICATE OF
STATUS: 0 NUMBER OF PAGES: 4 METHOD OF DELIVERY: MAIL ESTIMATED
CHARGE: \$122.50 ACCOUNT NUMBER: 072720000101 Note: Please print
this page and use it as a cover sheet when submitting documents to the Division
of Corporations. Your document cannot be processed without the information
contained on this page. Remember to type the Fax Audit number on the top and
bottom of all pages of the document. (((H95000004600))) ** ENTER 'M' FOR MENU.
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Hold for pick up

RECEIVED DATE
4-24-95

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95 APR 25 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR-24-95 MON 5:14 PM

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FILED
95 APR 25 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GINGERBREAD AND FLUFF HOME IMPROVEMENTS INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

EFFECTIVE DATE

ARTICLE 1

NAME AND ADDRESS

Section 1.1 NAME. The name of the corporation is GINGERBREAD AND FLUFF HOME IMPROVEMENTS INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is C/O JOSEPH L. BERNSTEIN, P.A., 2400 E. COMMERCIAL BOULEVARD SUITE #720, FORT LAUDERDALE, FL 33308.

ARTICLE 2

DURATION

Section 2.1 DURATION. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 PURPOSES. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting common stock having a par value of \$1.00 per share.

Joseph L. Bernstein, P.A.
2400 E. Commercial Blvd., Suite #720
Fort Lauderdale, FL 33308
(305) 776-9999
Fla. Bar #228397

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ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is C/O JOSEPH L. BERNSTEIN, P.A., 2400 E. COMMERCIAL BOULEVARD SUITE #720, FORT LAUDERDALE, FL 33308, and the name of the initial registered agent of this corporation at that address is JOSEPH L. BERNSTEIN, P.A., 2400 E. COMMERCIAL BOULEVARD SUITE #720, FORT LAUDERDALE, FL 33308.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

NAME	ADDRESS
DAVID E STONE	2400 E. COMMERCIAL BOULEVARD SUITE #720 FORT LAUDERDALE, FL 33308
SUSAN BROWN	2400 E. COMMERCIAL BOULEVARD SUITE #720 FORT LAUDERDALE, FL 33308

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

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NAME	ADDRESS
JOSEPH L. BERNSTEIN	2400 E. COMMERCIAL BOULEVARD #720 FORT LAUDERDALE, FL 33308

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

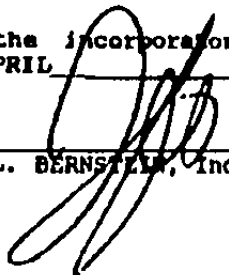
ARTICLE 11

OFFICERS

Section 11.1 Officers. The initial officers shall be as follows:

NAME	ADDRESS
DAVID E STONE, Sec-Treas	2400 E.COMMERCIAL BOULEVARD SUITE #720 FORT LAUDERDALE, FL 33308
SUSAN BROWN, President	2400 E. COMMERCIAL BOULEVARD SUITE #720 FORT LAUDERDALE, FL 33308

IN WITNESS WHEREOF, the incorporator has executed these Articles the 24th day of APRIL, 1995.



JOSEPH L. BERNSTEIN, Incorporator

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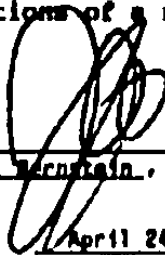
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I heraby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.



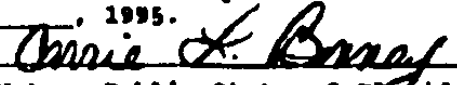
Joseph L. Bernstein, Registered Agent

Dated: April 24, 1995

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOSEPH L. BERNSTEIN, who is personally known to me and/or produced a Drivers License as identification to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of April, 1995.


Notary Public State of Florida
My Commission Expires: Dec. 27, 1997
My Commission # is: CC 338567



CARRIE L. BONEY
My Commission Expires Dec. 27, 1997
Numbered by 1995
000 400 000

ENCLOSURE(S)
BROWARD COUNTY, FLORIDA

FILED
95 APR 25 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gingerbread & Fluff Home Improvements, Inc.

State Certified Building Contractors
Licensed and Insured
C/O 2400 E. Commercial Boulevard Suite 720
Fort Lauderdale, FL 33308
Tel (305) 568-4935
Fax (305) 568-4938

January 23, 1997

Corporate Records Bureau
Division of Corporations
Secretary of State
P O Box 6327
Tallahassee, FL 32314

500002071165--6
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*****35.00 *****35.00

Re: Filing of Amendment to the Articles of Incorporation of Gingerbread and Fluff Home Improvements Inc.

Dear Sir:

Please find enclosed the original and one copy of the Amendment to the Articles of Incorporation for the above mentioned corporation, together with our check in the amount of \$ 35.00 to cover your costs of filing same.

Respectfully submitted,

made
corrections
per →

David E. Stone

David E. Stone

Susan Brown

Susan Brown

Mr. Stone requested that
document be mailed to:

3410 Galt Ocean Drive

Apt. 1205 N.

Ft. Lauderdale, FL

33308

97 JAN 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

3/5

John
Name
Change

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
GINGERBREAD AND FLUFF HOME IMPROVEMENTS INC.

FILED
97 JAN 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1003 of the Florida Statutes, the Articles of Incorporation of Gingerbread and Fluff Home Improvements Inc. are hereby amended pursuant to the unanimous consent of all shareholders and directors on January 23, 1997:

The name of the Corporation shall be changed from Gingerbread and Fluff Home Improvements Inc. to BROWNSTONE PROPERTIES OF SOUTH FLORIDA INC.

There being no further changes, the above amendment shall be effective as of the date of filing with the Secretary of State.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged these Articles of Amendment at Fort Lauderdale, Broward County, Florida, this 23rd day of January, 1997.

Gingerbread and Fluff Home Improvements Inc. to
Brownstone Properties of South Florida Inc.

By: Susan Brown
Susan Brown / President, Secretary,
Director

By: David E. Stone E. Stone
David E. Stone / Vice President, Treasurer,
Director

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Susan Brown, who produced his Florida Drivers License #B650-780-53-797-0 and is personally known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of January, 1997.



CARRIE L. BONNEY
My Commission CC338267
Expires Dec. 27, 1997
Bonded by HAI
800 422 556

Carrie L. Bonney
Notary Public State of Florida
My Commission Expires: Dec. 27, 1997
My Commission # is: CC 338267

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared David Stone, who produced his Florida Drivers License #B350-165-40-128-0 and is personally known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of January, 1997.



CARRIE L. BONNEY
My Commission CC338267
Expires Dec. 27, 1997
Bonded by HAI
800 422 556

Carrie L. Bonney
Notary Public State of Florida
My Commission Expires: Dec. 27, 1997
My Commission # is: CC 338267