

Charter # Only

P95000045741

5/31/95

VALIDATION ONLY

EUGENE J. HOWARD, ESQ.

Requestor's Name

1111 Lincoln Road #800

Address

Miami Beach FL 33139 305-538-6361

City

State

ZIP

Phone #

CORPORATION(S) NAME

M. & A. REAL ESTATE VENTURES, INC.

300001506223
-06/06/95--01030--015
****122.50 ****122.50

Please find enclosed a check for \$122.50, and Articles of Incorporation for the above corporation. Please file. Thank you for your usual prompt service.

EJH

FILED
1995 JUN -8 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ PROFIT

☐ NON-PROFIT

☐ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ RESERVATION

☐ REINSTATEMENT

☐ OTHER

☒ CERTIFIED COPY

☐ PHOTO COPIES

☒ CERTIFICATE UNDER SEAL

☐ WALK IN

☐ WILL WAIT

☐ PICK UP

☒ MAIL OUT

☐ CALL

☐ AFTER 4:30

Name

Availability

Document

Examiner

Updater

Updater

Verifier

Acknowledgment

W.P. Verifier

F. CHESSER JUN 13 1995

CR2E031(R4-84)

FILED
1995 JUN -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

M. & A. REAL ESTATE VENTURES, INC.

I, the undersigned, for the purposes of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

M. & A. REAL ESTATE VENTURES, INC.

ARTICLE II

The general nature of the business or business to be transacted is as follows:

Section 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary,

suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares at FIVE (\$5.00) DOLLARS par value, unless duly changed in accordance with the Laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

ARTICLE VI

Every shareholder, upon the sale for cash 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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida is:

1111 Lincoln Road Suite 800
Miami Beach FL 33139

and the name of the initial registered agent of this corporation at that address is DAVID GARFINKLE.

The street address of the principal place of business of the corporation and the mailing address of the corporation is:

M. & A. REAL ESTATE VENTURES, INC.
1111 Lincoln Road Suite 800
Miami Beach FL 33139

The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and street address of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

David Garfinkle, President and Director
M. & A. REAL ESTATE VENTURES, INC.
1111 Lindoln Road Suite 800
Miami Beach , FL 33139

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is:

David Garfinkle, President and Director
M.& A. REAL ESTATE VENTURES, INC.
1111 Lincoln Road Suite 800
Miami Beach, FL 33139


ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S.607.167, the date of corporation existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 26th day of May, 1995.

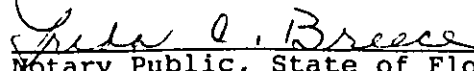

David Garfinkle,
President and Director

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared DAVID GARFINKLE, before me, and he executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.


WITNESS my hand and official seal in the County and State named above, this 26th day of May, 1995.


Notary Public, State of Florida

My Commission Expires:



THE UNDERSIGNED hereby accepts the
designation of Registered Agent and hereby agrees to
comply with all pertinent Statutes.



David Gartinkle
As Registered Agent.

FILED
1995 JUN -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000045741



ACCOUNT NO. : 072100000032

REFERENCE : 443283 81419A

AUTHORIZATION *Patricia Pizutto*

COST LIMIT : \$ 35.00

ORDER DATE : June 26, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 443283-005

CUSTOMER NO: 81419A

60000.2223745--8

CUSTOMER: Ms. Lissette M. Yanes
Paul L. Feinsmith Esq
Suite 800
1111 Lincoln Road
Miami, FL 33139

DOMESTIC AMENDMENT FILING

W97000014961

NAME: M & A REAL ESTATE VENTURES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

97 JUN 26 PM 3:30

FILED

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

97 JUN 26 PM 12:18

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

ESUBMIT

Please give original
submission date as file date.

June 26, 1997

CSC
SUSANA
TALLAHASSEE, FL

SUBJECT: M. & A. REAL ESTATE VENTURES, INC.
Ref. Number: P95000045741

We have received your document for M. & A. REAL ESTATE VENTURES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 497A00033237

* NOTE: You have changed the new name of the corporation — the new name you requested originally MAH Real Estate Ventures, Inc. is available, are you saying that you no longer want this name?

The current name must be corrected to appear exactly as shown on the records of this office.

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
M. & A. REAL ESTATE VENTURES, INC.

FILED

97 JUN 26 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. The name of this corporation is M. & A. Real Estate Ventures, Inc.

Article 2. The Articles of Incorporation of this corporation are amended by changing the name of this corporation to M. & A. REAL ESTATE VENTURES, INC.

Article 3. This amendment of the Articles of Incorporation was adopted by the unanimous action of the Board of Directors of the corporation on May 29, 1997.

Article 4. This amendment of the Articles of Incorporation was adopted by the unanimous vote of the Shareholders of this corporation on May 29, 1997; and there is not more than one voting group of shareholders.

Article 5. As hereby amended and modified, the Articles of Incorporation of the corporation are hereby ratified and confirmed in all other respects.

The undersigned have executed these Articles of Amendment of the Articles of Incorporation of this corporation on June 18, 1997.



David Garfinkle, as President



Marla Garfinkle, as Vice President