



P95000046705

June 4, 1995

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* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Vertical Dreams South, Inc.

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation of Vertical Dreams South, Inc. I also enclose the filing fee of \$70.00 plus a return envelope for return of the file stamped copy of the Articles.

Thank you for your cooperation. Should you have any questions, please give me a call.

Very truly yours,

Robert H. Yaffe
Robert H. Yaffe

RHY/em

Encls.

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-06/12/95--01043--016
*****70.00 *****70.00

FILED
95 JUN 12 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

EFFECTIVE DATE

6-5-95

**ARTICLES OF INCORPORATION
OF**

VERTICAL DREAMS SOUTH, INC.

FILED
95 JUN 12 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: VERTICAL DREAMS SOUTH, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business of the corporation shall be 1199 71ST STREET, MIAMI BEACH, FLORIDA 33141 or such other location as the Board of Directors may designate.

EFFECTIVE DATE
6-5-95

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist from this date (June 5, 1995) perpetually.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

EDGAR AIKEN, 15995 Collins Avenue, Miami, FL 33141

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber of this corporation is: EDGAR AIKEN, 15995 Collins Avenue, Miami, FL 33141

ARTICLE VIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1199 71st Street, Miami Beach, FL 33141 and the name of the initial registered agent of this corporation at that address is EDGAR AIKEN.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this
7th day of June, 1995.


EDGAR AIKEN

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Edgar Aiken, known to me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid this 7th day of June,
1995.



Robert H. Yaffe
Notary Public, State of
Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment
as registered agent for VERTICAL DREAMS SOUTH, INC. and agrees to
comply with the provisions of these Articles and the applicable
Florida Statutes.

Edgar Aiken
EDGAR AIKEN

FILED
95 JUN 12 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA