

1201 HAYS STREET

800-342-8006

MIAMI, FL 33131

TELEPHONE

FAX



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO: 1 0721000000032

REFERENCE: 630078 81253A

AUTHORIZATION:

COST LIMIT: 2 PREPAID

ORDER DATE: June 30, 1995

ORDER TIME: 3:01 PM

ORDER NO.: 630078

CUSTOMER NO: 81253A

CUSTOMER: Theodore R. Nelson, Esq
NELSON & FELDMAN

1135 Kane Concourse
Bay Harbor Islands
Miami Beach, FL 33154

300001528913
-07/03/95--01006--006
****122.50 ****122.50

DOMESTIC FILING

NAME: ALVIN M. JAFF & ASSOCIATES,
INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

T. BROWN JUL - 3 1995

FILED
95 JUL - 3 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
NELSON & FELDMAN, P.A.

1135 KANE CONCOURSE
BAY HARBOR ISLANDS, FLORIDA 33154-2025

(305) 865-5716
Broward Line: 921-2380
Fax (305) 865-5710

Theodore R. Nelson
Michael K. Feldman

June 28, 1995

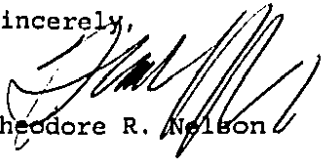
Secretary of State of Florida
Division of Corporations
Tallahassee, Florida 32399

Re: Alvin M. Jaff & Associates, Inc.

Dear Sirs:

CIS is hereby authorized to act on our behalf in obtaining a certified copy of the Certificate of Incorporation for the above named subject.

Sincerely,



Theodore R. Nelson

TRN:SDF

Enclosures

Documents submitted: Certificate of Incorporation
Resident Agent Certificate
Check for \$122.50

Document requested: Certified copy of Certificate of Incorporation

CERTIFICATE OF INCORPORATION

OF

ALVIN M. JAFF & ASSOCIATES, INC.

FILED
95 JUL -3 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Florida Statute, Chapter 607, known as the "Florida General Corporation Act," do hereby subscribe to this Certificate of Incorporation:

ARTICLE I

The name of the corporation is:
ALVIN M. JAFF & ASSOCIATES, INC.

ARTICLE II

The general nature of the business or businesses of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

(a) To carry out any functions authorized to be undertaken by a business corporation in Florida in accordance with Florida Statute Chapter 607, known as the "Florida General Corporation Act."

(b) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, carry on the business of builders and

contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad of street railways, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof; all under the supervision and direction of property licensed persons in accordance with the laws of the State of Florida and any applicable local statutes, ordinances or regulations.

(c) To take, lease, purchase or otherwise acquire; and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein; to take, purchase, or otherwise acquire, and to hold, sell, convey, exchange, hire, lease, pledge mortgage, and otherwise deal in and dispose of all kinds of personal property, chattels, chattels real, causes in action, notes, bonds, mortgages and securities.

(d) To guarantee or endorse promissory notes, bonds, or other evidences of indebtedness of any person, firm or corporation; and to pledge and encumber any and all corporate assets as security for the payment thereof, and to generally act as guarantor, endorser, or co-maker without, however, engaging in business as a surety company within the meaning of Florida Statute Chapter 607, known as the "Florida General Corporation Act."

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

50 shares without par value

ARTICLE IV

The capital of the corporation shall be at least equal

to the aggregate amount of consideration received by the corporation for the issuance of the shares described in Article III hereof, plus such amounts as, from time to time, by resolution of the stockholders, may be transferred thereto.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial principal address of this Corporation in the State of Florida, and the initial address of the registered agent of the Corporation is: ALVIN M. JAFF,
3288 N.W. 53rd Circle, Boca Raton,

Florida 33496 and
the Registered Agent of the Corporation at the registered address is: Alvin M. Jaff. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

Pursuant to the provisions of Chapter 607.111(1), Florida Statutes, this corporation shall have no directors. The business of the corporation shall be managed by its stockholders.

ARTICLE VIII

The names and post office addresses of the first President, Vice Presidents, if any, Secretary, Treasurer, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and Florida Statute Chapter 607, known as the "Florida General Corporation Act," shall hold office for the first year of the corporation's existence, or until the

successors are elected and have qualified, are as follows:

| | <u>NAME</u> | <u>POSITION</u> | <u>ADDRESS</u> |
|----|---------------|-----------------|---|
| 1) | Alvin M. Jaff | President | 3288 N.W. 53rd Circle Boca Raton, FL 33496 |
| 2) | Susan Jaff | Secretary | 3288 N.W. 53rd Circle Boca Raton, FL 33496 |

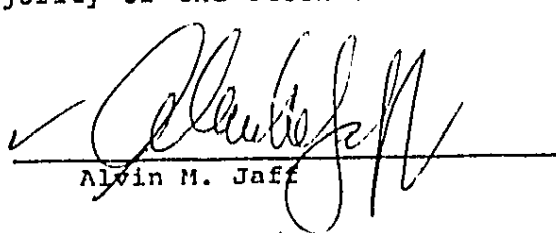
ARTICLE IX

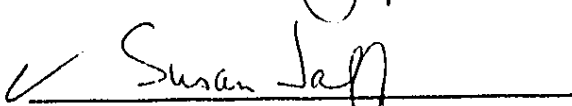
The names and post office addresses of each subscriber to this Certificate of Incorporation and the number of shares which he agrees to take, and the value of the consideration therefor, to be received by the corporation, are as follows:

| | <u>SUBSCRIBER</u> | <u>ADDRESS</u> | <u>SHARES</u> | <u>VALUE PAID</u> |
|----|-------------------|---|---------------|-------------------|
| 1) | Alvin M. Jaff | 3288 N.W. 53rd Circle Boca Raton, FL 33496 | 10 | \$500.00 |
| 2) | Susan Jaff | 3288 N.W. 53rd Circle Boca Raton, FL 33496 | 10 | \$500.00 |

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.


Alvin M. Jaff


Susan Jaff

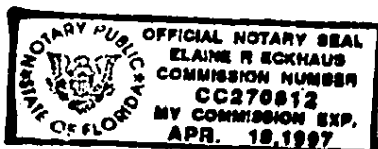
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Alvin M. Jaff and Susan Jaff to me well known to be the person(s) described in and who executed the foregoing Certificate of Incorporation and acknowledged before me that they subscribed to said Certificate of Incorporation.

WITNESS my hand and official seal in the County and State above named this 28th day of June, 19 95.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF RESIDENCE OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT ALVIN M. JAFF & ASSOCIATES, INC.

(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS
AT CITY OF Boca Raton, STATE OF FLORIDA, HAS NAMED
Alvin M. Jaff LOCATED AT 3288 N.W. 53rd Circle
, CITY OF Boca Raton,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE

Alvin M. Jaff
President

TITLE

DATED

JUNE 23, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND IF FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Alvin M. Jaff
(Registered Agent)

DATED

JUNE 23, 1995

95 JUL -3 PM 2:57
FILED
SECRETARY OF STATE
TALLAHASSEE
FLORIDA