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IRWIN S. GARS
ROBERT DIXON
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(ILLUMINATE PLANNING)

GARS, DIXON & SHAPIRO
ATTORNEYS AT LAW

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June 28, 1995

OF COUNSEL
LAWRENCE S. KLITZMAN, P.A.
(ILLUMINATE TAXATION)

Via Airborne Express 1193157011

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for *Dixon-Alsuda Properties, Inc.*

Dear Sir or Madam:

I am enclosing herewith:

1. Gars, Dixon & Shapiro Trust Account Check No. 3208 in the sum of \$122.50 in payment of the filing fees for the enclosed Articles of Incorporation.
2. Two fully executed copies of the Articles of Incorporation for *Dixon-Alsuda Properties, Inc.*

Please process these documents so that the Articles of Incorporation are properly filed in the State of Florida and **return one certified copy to the undersigned in the enclosed Airborne Express envelope #1193156915.**

If you have any questions or require further information, I would sincerely appreciate your calling me collect before you return any documents.

Thank you for your prompt attention and cooperation.

Sincerely,

IRWIN S. GARS

jme

Enclosures

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P.S. Please call Airborne Express at the "800" number on the back of the cardboard envelope for pick-up of the return Letter Express pak.

**ARTICLES OF INCORPORATION
OF
DIXON-ALSUDA PROPERTIES, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is *Dixon-Alsuda Properties, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of Ten Dollar (\$10.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial incorporator and subscriber hereto and the principal office address (being the same as the registered office address herein) are as follows:

Irwin S. Gars, 2665 S. Bayshore Drive, M103, Coconut Grove, Florida 33133

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties who are to serve as director(s) until the next election are as follows:

Irwin S. Gars	2665 S. Bayshore Drive, M103, Coconut Grove, Florida 33133
Robert Dixon	2665 S. Bayshore Drive, M103, Coconut Grove, Florida 33133
Howard B. Lenard	2665 S. Bayshore Drive, M103, Coconut Grove, Florida 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Irwin S. Gars
2665 South Bayshore Drive, Suite M-103
Coconut Grove, Florida 33133

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Irwin S. Gars	President	2665 S. Bayshore Drive, M103, Coconut Grove, FL 33133
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Robert Dixon V. President 2665 S. Bayshore Drive, M103, Coconut Grove, FL 33133
Howard B. Lenard Sect./Treas. 2665 S. Bayshore Drive, M103, Coconut Grove, FL 33133

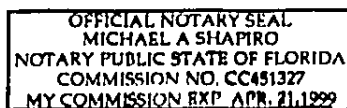
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 28 day of June, 1995.

Irwin S. Gars
IRWIN S. GARS, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and
acknowledgments in the State and County set forth above, personally appeared IRWIN S. GARS,
to me and known by me to be the person who executed the foregoing Articles of Incorporation, and
he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 28th day of June, 1995.



Michael A. Shapiro
NOTARY PUBLIC - STATE OF FLORIDA
Print or Type Name: Michael A. Shapiro

Commission Number and Expiration Date, Seal or Stamp:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place
designated herein, I hereby 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, to wit:
Section 607.034 and 607.037 of the Florida Statutes.

DATED: June 28, 1995

Irwin S. Gars
IRWIN S. GARS, as Registered Agent

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