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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 644157 8960A
AUTHORIZATION : Patricia P. [Signature]
COST LIMIT : \$ 122.50

ORDER DATE : July 19, 1995
ORDER TIME : 3:46 PM
ORDER NO. : 644157
CUSTOMER NO: 8960A

400001542344

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg., ph-e
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: GOLDWATER REALTY III, INC.

FILED
95 JUL 20 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Jeanine Prezeau

EXAMINER'S INITIALS: T. BROWN JUL 21 1995

ARTICLES OF INCORPORATION
OF
GOLDWATER REALTY III, INC.

FILED
95 JUL 20 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOLDWATER REALTY III, INC.

The address of the principal office of this corporation shall be 1874 West Avenue, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sonny Zalman Fellig Dir.	1874 West Avenue, Miami Beach, Florida 33139
Solomon Fellig Dir.	Same
Christine Fellig Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Sonny Zalman Fellig Pres.	1874 West Avonuo Miami Beach, Florida 33139
Solomon Fellig V. Pres.	Same
Christine Fellig Sec./Treas.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 19, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

25 JUL 20 10 7 51
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1984

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *James H. Hester*
Its Agent, Gail Shelby

GMC/mjp