



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 1 072100850072

REFERENCE : 658056 10316A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : August 11, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 658056

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
SIDNEY BRODIE, ESQ

Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

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****122.50 ****122.50

DOMESTIC FILING

NAME: BEL-AIR III DEVELOPMENT, CORP.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN AUG 11 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 11 AM 11:49

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FILED
95 AUG 11 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF CORPORATION

OF

BEL-AIR III DEVELOPMENT, CORP.

ARTICLE I - NAME

The name of this corporation is

BEL-AIR III DEVELOPMENT, CORP.
7270 NW 12th Street, Ph-I
Miami, Florida 33126

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - 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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 7270 NW 12th Street, Ph-I, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Sidney Z. Brodie.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Sidney Z. Brodie

7270 NW 12th Street, Ph-I
Miami, Florida 33126

ARTICLE IX - INCORPORATOR

The name and address of the person signing theses articles is: Sidney Z. Brodie, Esq., 7270 NW 12th Street, PH-I, Miami, Florida 33126.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

Sidney Z. Brodie 100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within

specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Director is:

Sidney Z. Brodie

7270 NW 12th Street, PH-I
Miami, Florida 33126

ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

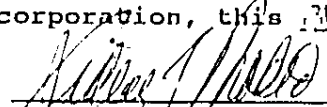
ARTICLE XXIII -SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth

ARTICLE XXIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 21st day of August, 1995.

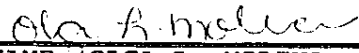


SIDNEY Z. BRODIE, ESQ.
INCORPORATOR AND SUBSCRIBER

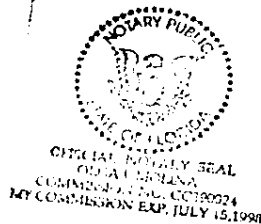
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of August, 1995, by SIDNEY Z. BRODIE, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of August, 1995.



NAME: OLGA L. MOLINA
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
95 AUG 11 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING OFFICERS UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND
DIRECTORS

The following is submitted, in compliance with Chapter
48.091 Florida Statutes: BEL-AIR III DEVELOPMENT, CORP., a
corporation organized (or organizing) under the laws of the State
of Florida with its principal office at 7270 NW 12th Street, PH-I,
Miami, Florida 33126, has named Sidney Z. Brodie, Esq., located at
7270 NW 12th Street, Ph-I, Miami, Florida 33126 as its agent to
accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
SIDNEY Z. BRODIE	PRESIDENT/ SECRETARY	7270 NW 12TH STREET, PH-I MIAMI, FLORIDA 33126


DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
SIDNEY Z. BRODIE	7270 NW 12TH STREET, PH-I MIAMI, FLORIDA 33126

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to
keep office open during prescribed hours; to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by Law.

Filing Fee: \$122.50



SIDNEY Z. BRODIE
INCORPORATOR