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LAW OFFICES
STANLEY JOEL LEVINE
801 ARTHUR GODFREY ROAD - SUITE 222
MIAMI BEACH, FLORIDA 33140
TEL. (305) 531-0308 / FAX. (305) 531-⁷²¹⁸

August 10, 1995

Secretary of State
Division of Corporations
P.O.Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

210001558852
-08/14/95--01047--007
***122.50 ***122.50

Re: 795-81st Street Corp.

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of captioned new corporation for profit, together with my law firm's check for \$122.50, to cover filing fees, and cost of certified copy.

Very truly yours,

Stanley Joel Levine
STANLEY JOEL LEVINE

SJL:s
Enclosures

8/15/95
[Signature]

**ARTICLES OF INCORPORATION
OF
795-81st STREET CORP.**

ARTICLE I. NAME:

The name of this corporation is:

795-81st STREET CORP.

ARTICLE II. PURPOSE:

This corporation is organized for the purpose of transaction any and all lawful business.

ARTICLE III. CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE IV. PREEMPTIVE RIGHTS:

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase his proportionate share thereof.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of this corporation is:

c/o S.J. Levine, Esq.
801 Arthur Godfrey Road, #222
Miami Beach, FL 33140

and the name of the initial registered agent of this corporation is:

Stanley Joel Levine, Esquire
801 Arthur Godfrey Road, Suite 222
Miami Beach, Florida 33140

which agent, pursuant to 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE VI. BOARD OF DIRECTORS:

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be proscribed by the by-laws. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>		<u>ADDRESS</u>
STANLEY JOEL LEVINE	President	801 Arthur Godfrey Rd. Miami Beach, FL 33140
MICHAEL SCHNEIDER	Vice President	1800 N.E. 114 Street Miami, FL 33181
JERALD A. SELEVAN	Secretary	5701 S.W. 74 Avenue Miami, FL 33143

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so

interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INCORPORATOR:


The names and addresses of the persons) signing these Articles is(are):

<u>Name and Address</u>	<u># of Shares</u>
Stanley Joel Levine 801 Arthur Godfrey Road, #222 Miami Beach, FL 33140	5
Michael Schneider 1800 N.E. 114 Street Miami, FL 33181	5
Jerald A. Selevan 5701 S.W. 74 Avenue Miami, FL 33143	5

ARTICLE VIII. BY-LAWS:

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of AUGUST, 1995.



SUBSCRIBER



SUBSCRIBER



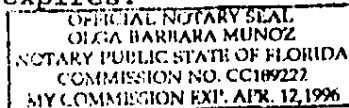
SUBSCRIBER

STATE OF FLORIDA)
 BB
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 acknowledgements, personally appeared STANLEY JOEL LEVINE, MICHAEL SCHNEIDER and JERALD A. SELEVAN, to me known to be the persons who executed the foregoing Articles of Incorporation and who acknowledged before me that they executed those Articles of Incorporation, after first having produced identification in the form of Florida State Drivers' Licenses, without oath being taken..

WITNESS my hand and official seal in the County and State named above this 10 day of AUGUST, 1995.

My Commission expires:



Olga Barbara Munoz
NOTARY PUBLIC

The undersigned having been named to accept service of process for the above corporation at the place designated in ARTICLE VI hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

Stanley Joel Levine
RESIDENT AGENT