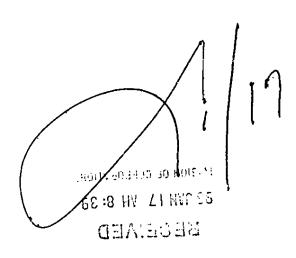


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ARTICLES OF INCORPORATION

OF

CITY DEVELOPMENT CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights dution and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Plorida.

ARTICLE I

The name of this corporation shall be: CITY DEVELOPMENT CORPORATION

ARTICLE II these Articles of Incorporation by the Department of State; State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1765 S.E. 7TH STREET FT. LAUDERDALE, FL 33316

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

Transact any and all lawful business. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT EMPIRE CORPORATE KIT COMPANY. 1492 West Fingler Street # 200 Miami, Florida 33135-2209 (305) 541-3694 weeklet

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To make denations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pennions and establish penuion plans, profit charing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue \$607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual of no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: SUSAN H. MAURER
3600 N. FEDERAL HIGHWAY
PT. LAUDERDALE, FL 33308

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sall, convey, mortgage, pludge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use itr credit to assist, its officers and employees in accordance with Florida Statute \$607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure end of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

LAURENCE A. MAURER-1765 S.E. 7TH STREET-FT. LAUDERDALE, FL 33316 (PRESIDENT)

FRED STALER-1765 S.E. 7TH STREET-FT.LAUDERDALE, FL 33316 (VICE-PRESIDENT)

SUSAN H. MAURER- 1765 S.E. 7TH STREET - FT. LAUDERDALE, FL 33316

(SECRETARY)

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation 1s:

EMPIRE CORPORATE KIT OF AMERICA, INC.

1492 W. PLAGLER ST #200

MIAMI, PL 33135

The undersigned has executed these Articles of Incorporation 16TH day of JANUARY ,1996. this_

> Incorporator STORMONT/PRESIDENT SIGNING POR

EMPIRE CORPORATE KIT OF AMERICA, INC.

. . . .

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that CITY DEVELOPMENT CORPORATION	
(Name of Corporation)	
desiring to organise under the laws of the State ofF	LORIDA
(Flo	orida)
with its principal office, as indicated in the articl	les of
incorporation has named SUSAN H. MAURER	
/Name of Regintered Agent	1
located at 3600 N. FEDERAL HIGHWAY	•
190 BOW	
City of FT. LAUDERDALE , County of (City) (County of City)	DDOWAUD
city of the factor of the fact	0103717180
(CITTY)	puncy)
State of Florida, as its agent to accept service of procedules state.	ss within
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS RE AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PE COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT	Gnated in Egistered To comply Roper and With and
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·	(A.D)
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Registered Agent	<u> </u>
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