

P96000005965
Rosenthal, Rasco & Stok

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

January 11, 1996

ALAN S. ROSENTHAL
KENNY E. ROSENTHAL
EDUARDO E. RASCO
JORGE LAIS WOLF
ROBERT A. STOK
MICHAEL B. DENBERG

DANIEL KAPLAN
ADAM D. KAPLAN
OF COUNSEL
JEROME S. TRILLI

Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

700001891237
-01/17/96--01108--005
*****70.00 *****70.00

Re: Articles of Incorporation for Bill Kelleher Realty, Inc.

Gentlemen:

Enclosed herewith please find original and a copy of Articles of Incorporation for the above-referenced proposed corporation, together with check in the amount of \$70.00 made payable to the Secretary of State, in payment of the following:

Filing Fee:	\$ 35.00
Registered Agent Filing Fee:	35.00
TOTAL:	\$ 70.00

EFFECTIVE DATE
1-11-96

Please return the stamped copy to the attention of the undersigned in the self-addressed stamped envelope enclosed for your convenience in replying.

Very truly yours,

Michael B. Denberg /rlz
MICHAEL B. DENBERG
For the Firm

MBD:rlz
encls.

AL JAN 17 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 2:18

ARTICLES OF INCORPORATION
of
BILL KELLNER REALTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 17 PM 2:10

EFFECTIVE DATE
1-11-96

The undersigned does hereby execute, 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

The name of the corporation shall be **BILL KELLNER REALTY, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be **400 Kings Point Drive, Lobby Floor, Miami Beach, Florida 33160.**

ARTICLE III

This corporation's existence shall be effective on the date of subscription and acknowledgement of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to practice law and to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE	CLASS OF STOCK
100	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael B. Denberg	1031 North Miami Beach Boulevard North Miami Beach, Florida 33162

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Bill Kelleher	400 Kings Point Drive Lobby Floor Miami Beach, Florida 33160

ARTICLE VIII

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael B. Denberg	1031 North Miami Beach Boulevard North Miami Beach, Florida 33162

ARTICLE IX

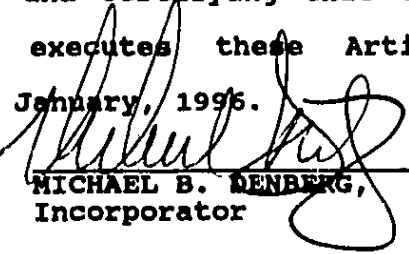
The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The

corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation on this 11th day of January, 1996.

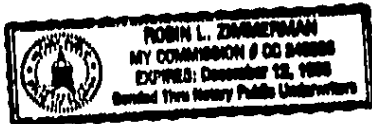


MICHAEL B. DENBERG,
Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, MICHAEL B. DENBERG, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 11th day of January, 1996, by MICHAEL B. DENBERG, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.



Robin L. Zimmerman
Name: Robin L. Zimmerman
Notary Public
Commission No.: CC243588

My Commission Expires: December 12, 1996

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BILL KELLEHER REALTY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named **Michael B. Denberg, 1031 North Miami Beach Boulevard, North Miami Beach, Florida 33162** as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of this Act relative to keeping said office open.

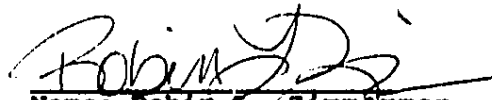
Michael B. Denberg
MICHAEL B. DENBERG
Registered Agent

STATE OF FLORIDA
CLERK OF THE SUPREME COURT
96 JAN 17 PM 2:18

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, MICHAEL B. DENBERG, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purpose therein expressed.

The foregoing instrument was acknowledged before me this 11th day of January, 1996, by MICHAEL B. DENBERG, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.


Name: Robin L. Zimmerman
Notary Public
Commission No.: CC243588

My Commission Expires: December 12, 1996

