

LAW OFFICES OF

**MUSKAT &
ODESSKY, P.A.**

SUITE 305
16855 NORTHEAST 2ND AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

DADE (305) 653-6666
BRWD (305) 922-8380
FAX (305) 654-8435

January 29, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001703699
-02/01/96--01036--015
****122.50 ****122.50

RE: MOM-IN-LAW PROPERTIES, INC.

Dear Sirs :

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation with our check in the amount of \$ 122.50 to cover the cost of filing same. Please forward the certified copy of the Articles back to our office in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact our office. Thank you for your courtesy and cooperation in this matter.

Very truly yours,

MUSKAT & ODESSKY, P.A.

BY:

ARNIE S. MUSKAT

ASM:cjs
Enclosures

P96000010983

SECRET
OFFICE OF THE
CLERK OF THE
SUPREME COURT
STATE OF FLORIDA
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2/5/96
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ARTICLES OF INCORPORATION
OF
MOM-IN-LAW PROPERTIES, INC.

FILED
SEP 11 1963
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I

The name of the corporation shall be MOM-IN-LAW PROPERTIES, INC.

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

A. To engage in the business of investment and management of income producing office building and to conduct any and all other lawful business associated with same.

B. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

C. To guarantee, purchase, hold, sell assign, transfer, mortgage pledge or otherwise depose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

D. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United State, and District of Columbia and in foreign countries.

E. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the

attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 100 shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation is to be located at:

16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

ARTICLE VII

There shall be three (3) Directors of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors are as follows:

ARNIE S. MUSKAT, ESQ.
16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

NEIL S. ODESSKY, ESQ.
16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

ROBERT B. MILLER, ESQ.
16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

ARTICLE IX

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

ARNIE S. MUSKAT, ESQ. - 33 1/3 shares
16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

NEIL S. ODESSKY, ESQ. - 33 1/3 shares
16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

ROBERT B. MILLER, ESQ. - 33 1/3 shares
16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

the proceeds of which amount to One Hundred Dollars (\$ 100.00).

ARTICLE X

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

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

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or

repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

ARTICLE XI

The officers of this corporation are as follows:

NEIL S. ODESSKY	- President
ARNIE S. MUSKAT	- Vice President
ROBERT B. MILLER	- Treasurer
ROBERT B. MILLER	- Secretary

ARTICLE XII

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

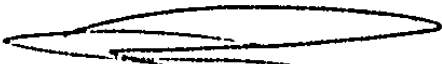
ARTICLE XIII

Certificate designating plea of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

The MOM-IN-LAW PROPERTIES, INC., desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated ROBERT B. MILLER, ESQ., to accept service of process within this State.

DATED this 29th day of January, 1996.


ROBERT B. MILLER, ESQ.
Registered Agent
I hereby accept service of process.

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

16855 N.E. Second Avenue
Suite 305
North Miami Beach, FL 33162

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at North Miami Beach, Dade County, Florida this 29 day of JANUARY, 1996.


ARNIE S. MUSKAT


NEIL S. ODESSKY

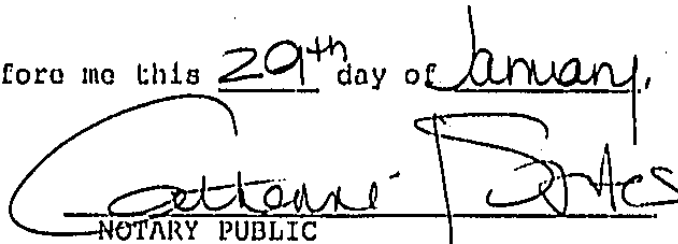

ROBERT B. MILLER

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

PERSONALLY, before the undersigned authority, appeared ARNIE S. MUSKAT, NEIL S. ODESSKY and ROBERT B. MILLER, to me well known to be the persons described in and who executed the foregoing

Certificate of Incorporation and acknowledged before me that they
executed the same freely and voluntarily for the purpose therein
expressed.

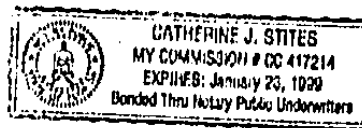
SWORN TO AND SUBSCRIBED before me this 29th day of January,
1996.


NOTARY PUBLIC

CATHERINE J. STITES
Notary Public - printed or typed

Personally known to me X
Produced identification
Type of identification

My Commission expires :



FILED
95 FEB - 1 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA