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**EFFECTIVE DATE**

2/12/96

February 15, 1996

*via federal express*

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

**RE: FIFTH AVENUE APARTMENTS, INC.**

Dear Sir or Madam:

200001716922  
-02/16/96--01048--010  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find an original and copy of the Articles of Incorporation for the above referenced Corporation. I have also enclosed my check in the amount of \$122.50 representing the filing fee and the amount to obtain a certified copy of the Articles of Incorporation.

I have also enclosed a return Federal Express Air Bill in order that the certified copy may be returned to the undersigned as soon as possible.

If you have any questions or comments please do not hesitate to contact me.

Sincerely,



ALAN J. MARCUS

AJM/jo  
encl.

FILED  
96 FEB 16 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAH  
2/20/96

**ARTICLES OF INCORPORATION**

**FILED**

96 FEB 16 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

2/12/96

**OF**

**FIFTH AVENUE APARTMENTS, INC.**

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be FIFTH AVENUE APARTMENTS, INC.

**ARTICLE II - CORPORATE ADDRESS**

The principal office of the corporation and mailing address is 2441 NE 201 Street, Miami, FL  
33180.

**ARTICLE III - BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 12th day of February, 1996;  
provided that if such day be authorized under law, then on the earliest day allowable pursuant to  
Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

**ARTICLE IV - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as  
follows:

NUMBER OF SHARES	PAR VALUE
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<u>AUTHORIZED</u>	<u>PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED AGENT</u>
MORRIS ZAILA	2441 NE 201st Street Miami, FL 33180

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one 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 initial director of this Corporation shall be the incorporator named below.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

**NAME**

MORRIS ZAILA

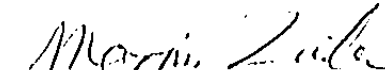
**ADDRESS**

2441 NE 201st Street  
Miami, FL 33180

**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this th day of February, 1996.


  
MORRIS ZAILA  
Incorporator

STATE OF FLORIDA     )  
                                  )SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, this day, personally appeared MORRIS ZAILA to me ( ) personally known, or ( ) who presented as I.D.: \_\_\_\_\_ who did take an oath, and known to me to be the same person described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year above written.

SEAL:

 JANNETTE ORIHUELA  
My Commission CC425471  
Expires Dec 06 1996  
Bonded by HAI  
R00-422 1566

  
NOTARY PUBLIC STATE OF FLORIDA

Printed Name of Notary

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

**FIFTH AVENUE APARTMENTS, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in submitted,  
in compliance with said Act:

First - that FIFTH AVENUE APARTMENTS, INC.

desiring to organize under the law of the State of Florida, with its principal office as indicated in the  
Articles of Incorporation at 2441 NE 201st Street, Miami, FL 33180, appoints the undersigned as  
its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place  
designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as  
Registered Agent for said corporation an to act in this capacity and agree to comply with the  
provision of said Act relative to keeping open said office.

  
**MORRIS ZAILA**

**FILED**  
**96 FEB 16 AM 9:48**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**