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* BOARD OF CERTIFIED MARITAL AND FAMILY LAWYERS
FELLOW AMERICAN ACADEMY MATRIMONIAL LAWYERS

February 21, 1996

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

Re: Lupo International Realty Investments, Inc.

Dear Sir or Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent and a \$122.50 check in payment of the following fees:

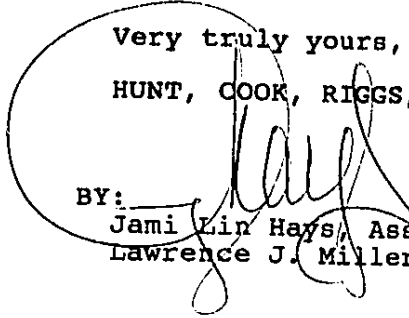
Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Thank you for your assistance in this matter.

Very truly yours,

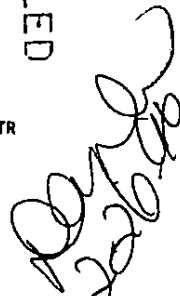
HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

BY: 
Jami Lin Hays, Assistant to
Lawrence J. Miller, Esq.

/jlh
Enclosures

FILED
96 FEB 23 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
LUPO INTERNATIONAL REALTY INVESTMENTS, INC.

FILED
96 FEB 23 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for LUPO INTERNATIONAL REALTY INVESTMENTS, INC.

1. The name of the corporation is LUPO INTERNATIONAL REALTY INVESTMENTS, INC.

2. The principal office of the corporation is:

190 West Glades Road
Suite C
Boca Raton, Florida 33432

3. The corporation shall have authority to issue 1,000 shares of stock, all of one class with a par value of \$1.00 per share.

4. The corporation's initial registered office is:

190 West Glades Road
Suite C
Boca Raton, Florida 33432

The name of the corporation's initial registered agent at this office is Jack Lupo.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The number of directors constituting the initial board of directors is three (3) and their names and addresses are:

<u>Name</u>	<u>Address</u>
Jack Lupo	190 West Glades Road, Suite C Boca Raton, Florida 33432

Harry Zuker

190 West Glades Road, Suite C
Boca Raton, Florida 33432

Dale Goldstein

190 West Glades Road, Suite C
Boca Raton, Florida 33432

7. The name and address of the incorporator is:

Name

Address

Jack Lupo

190 West Glades Road, Suite C
Boca Raton, Florida 33432

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Business Corporation Act shall be the date of filing of these Articles of Incorporation with the Department of State.

Executed and subscribed at Palm Beach County, Florida on February 21, 1996.

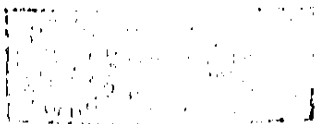


Jack Lupo, as Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of Lupo International Realty Investments, Inc. were acknowledged before me by Jack Lupo on this 21st day of February, 1996.



Patricia A. Humphreys
Notary Public
My commission expires: PATRICIA A HUMPHREYS

Acceptance of Registered Agent

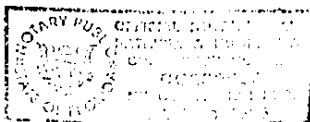
Jack Lupo hereby accepts the above appointment as registered agent of Lupo International Realty Investments, Inc. and acknowledges that he is familiar with the obligations of that position.

Jack Lupo Jack Lupo
96 FEB 23 PM 3:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Jack Lupo, who is personally known to me and who did not take an oath, on this 21st day of February, 1996.



Patricia A. Humphreys
Notary Public
My commission expires: _____
Printed Name: PATRICIA A HUMPHREYS