

P96000035065



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

FILED

96 APR 22 AM 11:19

SECRET
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 926100 82767A

AUTHORIZATION :

COST LIMIT : * PREPAID

300001789223
-04/22/96--01078--017
****122.50 ****122.50

ORDER DATE : April 22, 1996

ORDER TIME : 9:36 AM

ORDER NO. : 926100

CUSTOMER NO: 82767A

CUSTOMER: Mr. Fredda Fierro
PAUL M. BLOOMGARDEN, PA

Suite 100a
8551 W. Sunrise Boulevard
Ft. Lauderdale, FL 33322

RECEIVED
96 APR 22 AM 11:35
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: A-1 PRIME PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: _____

Handwritten: 4-23-96

ARTICLES OF INCORPORATION
OF
A-1 PRIME PROPERTIES, INC.

FILED
96 APR 22 AM 11:20
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is A-1 PRIME PROPERTIES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest in the real property, machinery and other types of equipment, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans on real estate, improved or unimproved, and on personal property including machinery and other equipment, giving or taking evidences of indebtedness and securing the payment of the loans by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental

thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 3,500 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

934 N. W. 130 Terrace
Sunrise, FL 33325

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) 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 name and address of the initial director of this Corporation is:

Lee Kraut
934 N.W. 130 Terrace
Sunrise, FL 33325

ARTICLE IX - INCORPORATOR

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

Lee Kraut
934 N.W. 130 Terrace
Sunrise, FL 33325

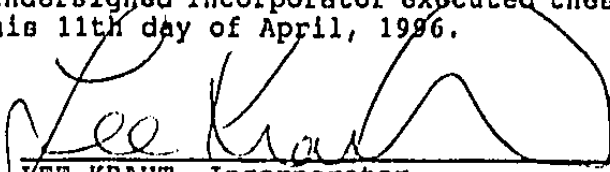
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 11th day of April, 1996.

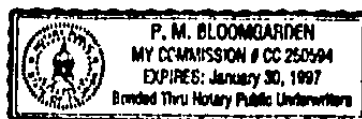

LEE KRAUT, Incorporator

STATE OF FLORIDA)
 BB
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th day of April, 1996 by LEE KRAUT who is personally known to me or who has produced his Florida drivers license as identification and who did take an oath.



Notary Public



DESIGNATION OF REGISTERED AGENT

FOR

A-1 PRIME PROPERTIES, INC.

FILED

96 APR 22 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, A-1 PRIME PROPERTIES, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

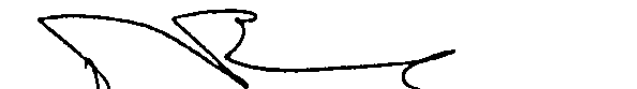
DATED: April 11, 1996


LEE KRAUT, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 11, 1996


PAUL M. BLOOMGARDEN, Registered Agent

LAW OFFICES

PAUL M. BLOOMGARDEN, P.A.

SOUTH 100A

8551 WEST SUNSHINE BOULEVARD

FORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR
SOUTH KIMBER.

(954) 370-2222
FAX (954) 370-2211

May 22, 1996

P96000035065

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

200001839392
-05/24/96--01115--014
+++++35.00 +++++35.00

Re: A-1 Prime Properties, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the First Articles of Amendment of A-1 Prime Properties, Inc., and our check in the amount of \$35.00 representing the filing fee for same.

Please return a stamped copy to us at your earliest convenience. Also enclosed is a self-addressed, stamped envelope for your convenience.

Very truly yours,

Fredda Fierro
Fredda Fierro,
Secretary to Paul M. Bloomgarden

/ff
Enc.
cc: Mr. Kraut

ltr\96-1593

FILED
95 MAY 24 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
6/3/96
DC

A-1 PRIME PROPERTIES, INC.
FIRST ARTICLES OF AMENDMENT

FILED
36 MAY 24 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1. Article IV of the Articles of Incorporation of A-1 PRIME PROPERTIES, INC., a Florida Corporation, which was filed in Tallahassee, Florida, on April 22, 1996, is hereby amended to read as follows:

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 3,500 shares of \$1.00 par value common stock. 100 of said shares shall have exclusive voting power on all matters on which shareholders are required or permitted to vote, and 3,400 of said shares shall be non-voting shares.

2. The foregoing amendment was adopted by the shareholders and directors of this corporation on the 20th day of May, 1996.

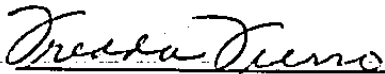

LEE KRAUT, President


LEE KRAUT, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared LEE KRAUT as President and Secretary of A-1 Prime Properties, Inc., known to me to be the persons who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated. Lee Kraut is personally known to me or produced his Florida drivers license as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of May, 1996.


Notary Public

corp\96-1577

