

100 BAY STREET
MIAMI, FLORIDA 33131
954 371 1111

0000053119



ACCOUNT NO. : 072100000032

REFERENCE : 995932 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 21, 1996

ORDER TIME : 9:11 AM

ORDER NO. : 995932

CUSTOMER NO: 85437A

0000053119
-06/21/96-01046-020
***122.50 ***122.50

CUSTOMER: Ms. Marieta G. Pidermann
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre
11900 Biscayne Boulevard
Miami, FL 33181

DOMESTIC FILING

NAME: MUSEUM PROPERTIES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

glw/21/96

FILED
JAN 10 1989
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS, TEXAS

**ARTICLES OF INCORPORATION
OF
MUSEUM PROPERTIES, INC.**

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: MUSEUM PROPERTIES, INC. The principal place of business of this corporation shall be at 9509 Harding Avenue, Surfside, Florida, 33154.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V
VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
DURATION**

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

**ARTICLE VII
DIRECTORS**

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Anita Bigelman	9509 Harding Avenue Surfside, Florida 33154
Lydia Eskenazi	9509 Harding Avenue Surfside, Florida 33154
Marvin Bigelman	9509 Harding Avenue Surfside, Florida 33154
Sandy Lieberman	9509 Harding Avenue Surfside, Florida 33154

**ARTICLE VIII
OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Anita Bigelman/ President	9509 Harding Avenue Surfside, Florida 33154
Lydia Eskenazi/ Secretary	9509 Harding Avenue Surfside, Florida 33154
Marvin Bigelman/ Vice-President	9509 Harding Avenue Surfside, Florida 33154
Sandy Lieberman/ Assistant Vice-President and Treasurer	9509 Harding Avenue Surfside, Florida 33154

**ARTICLE IX
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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise

the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is LOUIS A. SUPRASKI, 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Louis A. Supraski	11900 Biscayne Blvd., Suite 760 Miami, Florida 33181

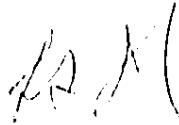
ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officer and director of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters

to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

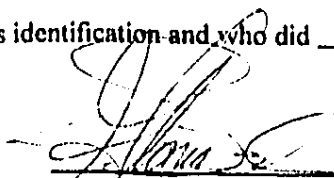
Dated this 19 day of JUNE, 1996.



LOUIS A. SUPRASKI

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of June, 1996, by LOUIS A. SUPRASKI, who is personally known to me or who has produced Personally Known as identification and who did did not take an oath.



Notary Public, State of Florida

My Commission Expires:

Gloria Salom

Print Name of Notary Public

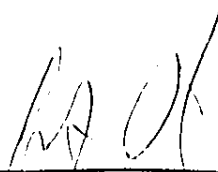


GLORIA SALOM
COMMISSION # CC 542140
EXPIRES MAY 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

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

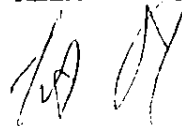
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT MUSEUM PROPERTIES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS LOCATED AT 9509 HARDING AVENUE, SURFSIDE, FLORIDA 33154,
HEREBY NAMES LOUIS A. SUPRASKI, 11900 BISCAYNE BOULEVARD, SUITE 760,
MIAMI, FLORIDA 33181, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA.



LOUIS A. SUPRASKI

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



LOUIS A. SUPRASKI
REGISTERED AGENT
DATED: _____

6/19/96

STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA