

P96000067958
LAW OFFICES OF
Steven Silverman
A PROFESSIONAL ASSOCIATION

TELEPHONE
(305) 870-8111
(305) 868-8111
(305) 870-8114 FAX

TWO DATRAN CENTER
8130 SOUTH DADELAND BOULEVARD
SUITE 1225
MIAMI, FLORIDA 33166-7840

July 15, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

RE: **Hampton Development, Inc.**
Our File No. 9-2967

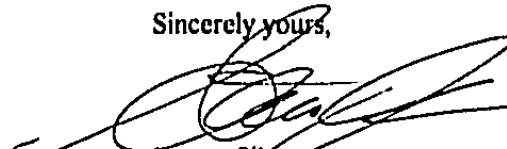
FILED
07/17/96--01000--021
***122.50 ***122.50

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,


Steven Silverman

SS/cd
Enclosures

FILED
06 AUG 15 AM 11:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

JUL 18 1996

BSB

CALL Carmen
if A problem
this time

625
W96-15059

Law Offices Of
STEVEN SILVERMAN
A Professional Association

Telephone
(305) 666-6111
(305) 670-8111
Fax: (305) 670-8114

Two Dairan Center
Suite 1225
9130 S. Dadeland Boulevard
Miami, Florida 33156-7849

July 15, 1996

Secretary of State
Attn: Brenda Baker
P.O. Box 6327
Tallahassee, Florida 32301

RE: Hampton Development, Inc.
Our File No. 96-2967

Dear Ms. Becker:

Pursuant to our telephone conversation of today, I am resubmitting the Articles of Incorporation in reference to the above captioned entity, together with a copy of your letter. The duration term of this corporation is perpetual, commencing at the time of filing of the Articles with the Secretary of State.

Should you have any question, please call me. Thank you for your courtesy and attention to this matter.

Sincerely yours,



Carmen Davalos, Secretary to
Steven Silverman

/cd
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1996

STEVEN SILVERMAN, ESQ.
TWO DALTRAN CENTER
9130 SOUTH DADELAND BLVD. SUITE 1225
MIAMI, FL 33156-7849

SUBJECT: HAMPTON DEVELOPMENT, INC.
Ref. Number: W96000015059

We have received your document for HAMPTON DEVELOPMENT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00034900

ARTICLES OF INCORPORATION
OF
HAMPTON DEVELOPMENT, INC.

FILED
96 AUG 15 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **HAMPTON DEVELOPMENT, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000

shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at: **One S.E. Third Avenue, 10th Floor, Miami, Florida 33131.**

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

Two Datan Center, Suite 1225
9130 South Dadeland Boulevard
Miami, Florida 33156

The name and address of the initial registered agent of the corporation is:

STEVEN SILVERMAN, ESQ.
Two Datan Center, Suite 1225
9130 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE XI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation are:

JORDAN GERBER
400 East 54th Street
New York, New York 10022

ARTICLE X

INCORPORATORS

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

JORDAN GERBER
400 East 54th Street
New York, New York 10022

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII

INDEMNIFICATION

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

ARTICLE XIV

AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

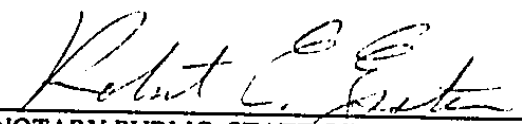
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 2nd day of ~~June~~^{July}, 1996.


JORDAN GERBER

STATE OF NEW YORK)
COUNTY OF New York) SS:

Before me, the undersigned authority, personally appeared, **JORDAN GERBER**, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 2d day of ~~June~~^{July}, 1996.


NOTARY PUBLIC, STATE OF NEW YORK
Print Name: Robert C. Epstein

My Commission Expires:


ROBERT C. EPSTEIN
Notary Public, State of New York
No. 31-4993350
Qualified in New York County
Commission Expires July 13, 1996

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

FILED
96 AUG 15 AM 11:20
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:

That **HAMPTON DEVELOPMENT, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **Steven Silverman**, located at Two Datan Center, Suite 1225, 9130 South Dadeland Boulevard, Miami, Florida 33156, as its agent to accept service of process within Florida.


STEVEN SILVERMAN

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.

Dated this 15 day of ^{JULY}~~June~~, 1996.


STEVEN SILVERMAN