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George Diaz, P.A.
9260 Sunset Drive
Miami, Fl. 33173

(305) 279-3231B

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LIQUIDATION ONLY

CORPORATION(S) NAME

Hialeah property management Corp.

FILED
96 SEP 30 AM 11 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

HIALEAH PROPERTY MANAGEMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name of Corporation

The name of this Corporation shall be Hialeah Property Management Corp..

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) The general nature of the business to be transacted by this Corporation shall be the acquisition, transfer, sale and management of properties. In addition, this Corporation may carry on any business and have and exercise all of the powers conferred by the laws of the State of Florida except as such may be limited by the provisions of the Florida Professional Service Corporation Act as in effect from time to time. This Corporation shall be authorized to perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) To transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, put and sell agreements or any other lawful form of agreement.

ARTICLE IV.
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

George Diaz, Esq.
9260 Sunset Drive, Suite 119
Miami, Florida 33173

ARTICLE V.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 9260 Sunset Drive, Suite 119, Miami, Florida 33173. The name of the initial Registered Agent of this Corporation at the above address shall be Legal Service Corporation of Miami. The principal place of business of the corporation is 611 East Okeechobee Road, Hialeah, Florida 33010.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of Shareholders, and thereafter until their successors are elected are as follows:

Julio Del Rey, Jr.

611 East Ockeechobee Road
Hialeah, Florida 33010

ARTICLE IX.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X.
Financial Information

The Corporation shall not be required to prepare and to provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or a profit and loss statement in its Registered Office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended in any manner now and hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XII.

Comment of Corporate Existence

The existence of this Corporation shall, in accordance with the provisions of Florida law, commence on the date these Articles are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 26th day of September, 1996.

BY: George Diaz
George Diaz
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, George Diaz Esq., to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 26th day of September, 1996.

Solomon Gross
Notary Public
State of Florida at Large

My Commission Expires:

(SEAL)



SOLOMON GROSS
My Commission CC488888
Expires May. 14, 1998
Bonded by HAI
800-422-1586

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:


Hialeah Property Management Corp. desiring to organize as a corporation under the laws of the State of Florida, has designated 9280 Sunset Drive, Suite 119, Miami, FL 33173, as its initial Registered Office and has named Legal Service Corporation of Miami, located at said address as its initial Registered Agent.

By: 
George Diaz, Esq.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Legal Service Corporation of Miami,
a Florida corporation, Registered Agent

By: 
Name: George Diaz
Title: Sole Director