10-28-96 Neva BARRY WILLEN BEARRY WILLEN BEARRY WILLEN BEARRY WILLEN BEARRY WILLEN CHOLLY BOOK CORPORATION(S) NAME DICH RECORD CORPORATION CORPORATION

Diala	Realty corp	
		~-1
		70 96 OC
		129 円 円 79 円
Profit NonProfit	() Amendment	() Merger
) Fareign	() Dissolution	() Mark
) Limited Partnership) Reinstatement	() Annual Report () Reservation	() Other () Change of Registered Agent
Certified Copy 2	() Photo Copies	Certificate Under Sea 2
Call When Ready-	() Call If Problem) Will Walt (Fick U	() After 4:30 P () Mail Out

Name
Availability

Document
Enaminer

Updater

Verifier

Acknowledgment

W.P. Verifier

CR2E031 (R8-85)

CERTIFIED COPY

496 A - 49799

ARTICLES OF INCORPORATION

OF

DIAL REALTY CORP.



ARTICLE I - NAME

The name of this corporation is DIAL REALTY CORP.

ARTICLE II - ADDRESS

The principal place of business will initially be 9711 N. New River Canal Road, #213, Plantation, Florida, 33324.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of owning, managing, leasing, purchasing and selling real estate and for any purpose or activity permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is ALAN S. WEINGER.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 9711 N. New River Canal Road, #213, Plantation, FL. 33324.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and address of the initial director of this corporation are:

ALAN S. WEINGER 9711 N. New River Canal Road, #213, Plantation, FL. 33324

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

ALAN S. WEINGER 9711 N. New River Canal Road, #213, Plantation, FL. 33324

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted

by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

<u>Section 1</u>. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of this corporation ratably.

<u>Section 3. Voting Rights</u>. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this <u>35</u> day of <u>OCTOPP</u>(, 1996.

-ALAN S. WEINGER

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this day of October, 1996, by ALAN S. WEINGER who is () personally known to me or who has () produced ______ as identification.

Neve Holler

Commission No.:

Printed Name / New 450/101
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

ALAN S. WEINGER

Prepared by:
BARRY ALAN WILEN, ESQ.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
(305) 966-0011

36 OCT 29 PM 12: 1 DECRETARY OF STAT MILMYASSEE FLORI