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DEC - 3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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*****78.75 *****78.75

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

SUBJECT: Land
AW Development Corporation
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Andrew C. Waldman
Name (printed or typed)

of Visions Construction 7280 W Palmetto Park Road
Address

Boca Raton, FL 33433
City, State & Zip

12/6/96
Daytime Telephone number

954-361-9500

Ste: 305

AW

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
AW LAND DEVELOPMENT CORPORATION**

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THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

AW LAND DEVELOPMENT CORPORATION

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is five hundred (500) shares of Common Stock, no par value per share.

B. 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 IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is **7280 W. Palmetto Park Road, Ste. 305, Boca Raton, Florida 33433**. The mailing address of this corporation shall be **7280 W. Palmetto Park Road, Ste. 305, Boca Raton, Florida 33433**. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of
Directors are:

Andrew C. Waldman, President/Treasurer
914 SW 21 Way
Boca Raton, FL 33486

Ana Maria Waldman, Vice President/Secretary
914 SW 21 Way
Boca Raton, FL 33486

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles, as well
as the person signing these Articles of Incorporation is **Andrew C. Waldman,**
7280 W. Palmetto Park Road, Ste. 305, Boca Raton, FL 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is
7280 W. Palmetto Park Road, Ste. 305, Boca Raton, FL 33433, and the name
of the initial registered agent of this Corporation at that address is **Andrew C.**

Waldman. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall

not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

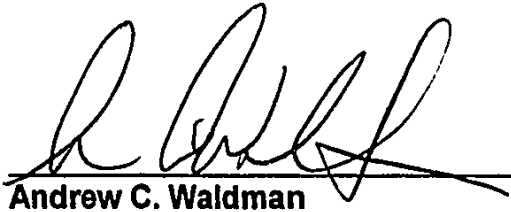
ARTICLE XII AMENDMENT

The 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 shareholder(s) is subject to this reservation.

ARTICLE XIII BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
_____ day of November, 1996.



Andrew C. Waldman

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this _____ day of November, 1996, by **Andrew C. Waldman** as incorporator to these Articles, who is personally known to me or who has produced a **driver license** as identification and who did take an oath.

My Commission Expires:

NOTARY PUBLIC, State of Florida
Print name: _____
Title: _____

[SEAL]


**CERTIFICATE DESIGNATING REGISTERED OFFICE
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:

AW LAND DEVELOPMENT CORPORATION, a corporation being
organized under the laws of the State of Florida, designates as its registered
office **Andrew C. Waldman**, and has named **Andrew C. Waldman**, as its agent to
accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for **Andrew C. Waldman**
at the place designated in this Certificate, I hereby agree to act in such capacity
and agree to comply with the provisions of said Act with respect to keeping such
office open.

By: 
Andrew C. Waldman
REGISTERED AGENT

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