

COHEN & FRIEDMAN, P.A.

ATTORNEYS AT LAW

P97000003097

January 3, 1997

Secretary of State of the  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

600002047226--6  
-01/07/97--01024--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Ashley Real Estate Co., Inc.

Dear Sir or Madam:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation for the above-referenced corporation and Certificate of Registered Agent. Also enclosed is a check drawn by Cohen & Friedman, P.A. in the amount of \$122.50 representing the following:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
	<u>\$122.50</u>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN -6 PM 12:07

Kindly call the undersigned immediately if you have any questions or problems with the foregoing. Thank you for your assistance in this matter.

Respectfully yours,

COHEN & FRIEDMAN, P.A.

*Carol Housman*

Carol Housman, Secretary  
to Michael Dean Friedman

/ch  
Enclosures  
c:\wpdocs\friedman\forms\artinc.doc

97/1/3/97

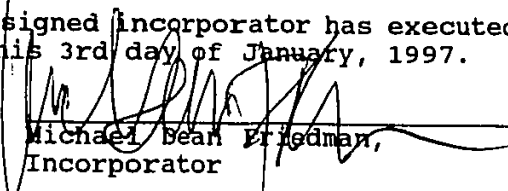
**ARTICLES OF INCORPORATION  
OF  
ASHLEY REAL ESTATE CO., INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JAN -6 PM 12:07

- FIRST: The name of this Corporation is ASHLEY REAL ESTATE CO., INC.
- SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This Corporation is authorized to issue 100 shares of common stock, par value \$5.00 per share.
- FOURTH: The address of the principal office of this Corporation is 6262 Sunset Drive, Suite PH-218, South Miami, Florida 33143.
- FIFTH: The name and address of the registered agent of this Corporation is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.
- SIXTH: The Corporation shall have one director initially but the number of directors may be increased or diminished from time to time as provided in the By-Laws. The name and address of the initial director of this Corporation is Jeffrey J. Weiss, 6262 Sunset Drive, Suite PH-218, South Miami, Florida 33143.
- SEVENTH: The name and address of the incorporator of this Corporation is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of January, 1997.

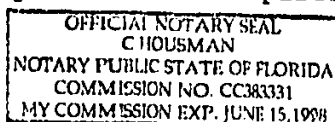
  
Michael Dean Friedman,  
Incorporator

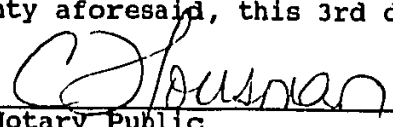
STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Dean Friedman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of January, 1997.

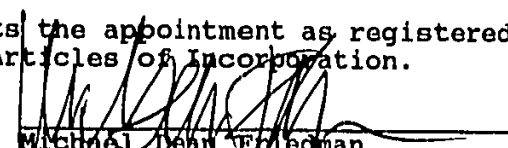
My Commission Expires:



  
Notary Public  
Print Name: Carol Housman  
State of Florida at Large

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
Michael Dean Friedman