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**Attorneys At Law**

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Please respond to:  
Hollywood Office (X)  
Miami Office ( )

TELEPHONE:  
954 894-8000  
FACSIMILE  
954 894-8015

January 6, 1997

VIA FEDERAL EXPRESS

Division of Corporations  
Bureau of Corporate Records  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

100002049151-9  
-01707797-01146-020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation / 189 West Dixie, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #2372 in the amount of \$122.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

TOTAL: \$122.50

These Articles need to be filed immediately, and proof of same faxed to the undersigned's at (954) 894-8015. Also, please return the certified copy to me in the return Federal Express envelope which is enclosed for your convenience. Thank you in advance for your immediate attention to this matter.

Very truly yours,

*Dennis Eisinger* HAS

DENNIS J. EISINGER  
For the Firm

FILED  
97 JAN -7 PM 2:53  
TALLAHASSEE, FLORIDA

Encs.  
DJE:as

nc 1/13/97

ARTICLES OF INCORPORATION  
OF  
189 WEST DIXIE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be:

189 WEST DIXIE, INC.

ARTICLE II  
DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V  
PREEMPTIVE RIGHTS

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 at the price at which it is offered to others.

ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: c/o Donna Fischel, 2396 N.E. 172nd Street, North Miami Beach, Florida 33180.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the Directors are:

Alan Lieberman  
2800 Island Boulevard  
Unit 2801  
Williams Island, Florida 33160

Peter Izaak  
1000 Island Boulevard  
Unit No.307  
Williams Island, Florida 33160

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

**ARTICLE X**  
**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI**  
**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

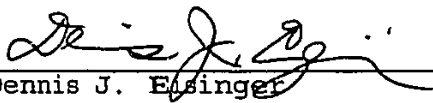
IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 6<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
Dennis J. Eisinger Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6<sup>th</sup> DAY OF JANUARY, 1997.

By:   
Dennis J. Eslinger

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