

EMC REALTY, INC.  
7740 SW 104TH STREET, SUITE 201  
MIAMI, FLORIDA 33156  
305-829-5180

P97000005474

Attn.: New Corporations  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/14/97--01120--010  
\*\*\*\*122.50 \*\*\*\*122.50

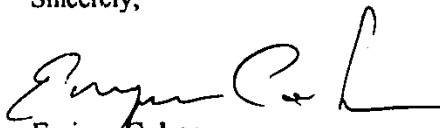
Enclosed please find the original Articles of Incorporation, and a copy for EMC Realty, Inc.. Also a check for \$122.50 for the fee and certification.

Please mail certification to registered agent at:

Enrique Cohen  
8911-B SW 20<sup>th</sup> Place  
Fort Lauderdale, FL 33324

Should you have any questions, please call me at 305-829-5180. Thank You.

Sincerely,

  
Enrique Cohen  
President

FILED  
97 JAN 14 AM 8:36  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

JAN 21

BSB

**ARTICLES OF INCORPORATION**  
**OF**  
**EMC REALTY, INC.**

**FILED**  
97 JAN 14 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of the corporation is **EMC Realty, Inc.**

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the purpose of real estate brokerage, investment, and development together with all other lawful activities permitted under the laws of the State of Florida.

**ARTICLE IV**  
**VOTING RIGHTS**

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 V**  
**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$5.00 par value common stock which shall be designated "Common Shares".

**ARTICLE VI**  
**DESIGNATION OF SERIES**

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below.

1. The distinctive designation of all series and the number of shares which constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption of price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such
5. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

**ARTICLE VII**  
**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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **8911-B SW 20<sup>TH</sup> Place, Fort Lauderdale, Florida 33324** and the name of the initial registered agent of this corporation is **ENRIQUE M. COHEN**.

**ARTICLE IX**  
**PRINCIPAL PLACE OF BUSINESS**

The street address of the place of business of this corporation is **7740 SW 104<sup>th</sup> Street, Suite 201, Miami, Florida 33156**.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one director, initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial director of this corporation is:

**ENRIQUE M. COHEN, 8911-B SW 20<sup>TH</sup> Place, Fort Lauderdale, Florida 33324**

The name and address of the person signing these articles is:

**ENRIQUE M. COHEN, 8911-B SW 20<sup>TH</sup> Place, Fort Lauderdale, Florida 33324**

**AREXCLE XI**  
**BYLAWS**

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

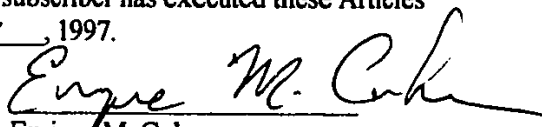
**ARTICLE XII**  
**INDEMNIFICATION**

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

**ARTICLE XIII**  
**AMENDMENT**

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of JANUARY, 1997.


  
Enrique M. Cohen  
FDX # C500-213-64-446-0  
X-12-6-98

STATE OF FLORIDA

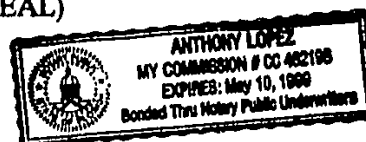
COUNTY OF DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ENRIQUE M. COHEN known to me and known by me to be the person who executed the foregoing Articles and he acknowledged before me that he executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 13 day of January, 1997.

 (SEAL)  
NOTARY PUBLIC, State of Florida  
at Large

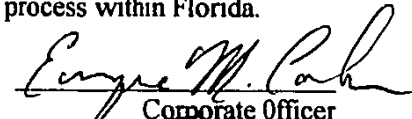
My Commission Expires: 1999




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF 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:

First that EMC REALTY, INC. desiring to organize or qualify under the laws of  
the State of Florida, with its principal place of business at the City of Miami, State of  
Florida, has named ENRIQUE M. COHEN, located at 8911-B SW 20<sup>th</sup> Place, Fort  
Lauderdale, Florida, 33324, as its agent to accept service of process within Florida.

  
Corporate Officer  
Title: PRESIDENT  
Date: 1.13.97

Having been named to accept service of process for the above stated corporation,  
at the place designated in this certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
ENRIQUE M. COHEN  
Registered Agent  
Date: 1.13.97

FILED  
91 JAN 14 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA