

P97000019173

2:33 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000003573 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MOEMEL, INC.

AUDIT NUMBER.....H97000003573

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>:

help F1 Option Menu F2

NUM

Connect: 00:10:22

RECEIVED
97 FEB 28 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB 28 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

na 3/3/97

H97000003 573

ARTICLES OF INCORPORATION
OF
MOEMEL, INC.

FILED
97 FEB 28 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of such Corporation.

FIRST: The name of the corporation shall be:

MOEMEL, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is being organized are to engage in the business of real estate and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country. The corporation may also engage in any other lawful business, and may purchase, own, mortgage, sell, lease, or otherwise deal with the real and personal property as permitted by the laws of the State of Florida.

FOURTH: Authorized Shares:

Number: The aggregate number of shares that the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of Capital Stock with a par value of One and 00/100 Dollars (\$1.00) per share.

Initial Issue: FIVE HUNDRED (500) of the Capital Stock of the corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock: The shares of the Corporation are not to be divided into classes.

No shares in series: The Corporation is not authorized to issue shares in series.

JAMES V. ALBO, ESQ.
FBN. 0293997
2020 N.E. 163 St. #300
P. 02/06

(305) 944, 9100

Page 1 of 5

H97000003 573

EMPIRE CORPORATE KIT

FEB-28-1997 15:35

M.J.

H97000003573

FIFTH: The initial street address in Florida of the initial principal office of the Corporation is:

2020 N.E. 163rd STREET, #300, NORTH MIAMI BEACH, FLORIDA 33162
C/O: JAMES V. ALBO

And the Registered Agent is: JAMES V. ALBO, whose street address is: 2020 N.E. 163rd STREET, NORTH MIAMI BEACH, FLORIDA 33162

SIXTH: The Board of Directors shall consist of one (1) director who need not be a resident of the State of Florida or a shareholder of the Corporation. The initial director is: MARCOS JAFIF A., whose street address is 18181 N.E. 31st CT, #2109, N. Miami Beach, Florida 33160

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified are as follows:

NAME	ADDRESS
MARCOS JAFIF A./President	18181 N.E. 31st CT, #2109 North Miami Beach, FL 33160
MOISES JAFIF P./Vice-President	18181 N.E. 31st CT, #2109 North Miami Beach, FL 33160
TERESA PENHOS JAFIF/Secretary	18181 N.E. 31st CT, #2109 North Miami Beach, FL 33060
EMILIO JAFIF P./Treasurer	18181 N.E. 31st CT, #2109 North Miami Beach, FL 33160
ELIAS JAFIF P./Asst. Secretary	18181 N.E. 31st CT, #2109 North Miami Beach, FL 33160

EIGHTH: The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
MARCOS JAFIF A.	18181 N.E. 31st CT, #2109 North Miami Beach, FL 33160

NINTH: A majority of the stockholders of the Corporation shall be required for any shareholder action.

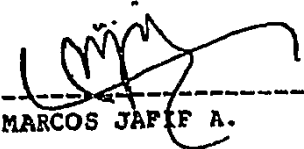
TENTH: The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a majority vote of the common stock.

H97000003 573

ELEVENTH: The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money (money, or any property, or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

TWELFTH: There shall be no cumulative voting.

IN WITNESS WHEREOF. the undersigned have made and subscribed to these Articles of Incorporation at the City of Miami, in the County of Dade, and the State of Florida, on this 28th day of February, 1997.



MARCOS JAFIF A.

H97000003 573

H97000003 573

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The foregoing instrument was acknowledged before me this
day of February, 1997, by MARCOS JAFIF A. who is personally known
to me ~~or who has produced~~ as identification and
did take an oath.

NOTARY PUBLIC

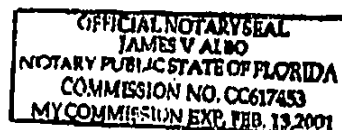
Sign:

Print: ... JAMES V. ALBO ...
State of Florida at Large

My Commission Expires:

H97000003 573

Page 4 of 5



M.J.

H97000003 573

ACCEPTANCE OF REGISTERED AGENT
OF
MOEMEL, INC.

I, the undersigned, being the original Registered Agent to accept service of process for the Corporation hereinabove named, do hereby accept the appointment as Registered Agent for said Corporation, agree to comply with the provision of Florida Law relative to keeping open said office, and hereunto set my hand and/or seal, on this day of February, 1997.

[Signature]
.....
JAMES V. ALBO

STATE OF FLORIDA)
COUNTY OF DADE) ss.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 28 PM 4:33

FILED

The foregoing instrument was acknowledged before me this day of February, 1997, JAMES V. ALBO who is personally known to who is personally known to me or who has produced as identification and who did take an oath.



DAVID B. JAVITS
My Commission Expires Nov. 01, 1998
Bonded by HAI
800-423-1581

[Signature]
.....
NOTARY PUBLIC

DAVID B. JAVITS
.....
PRINT NAME OF NOTARY

My Commission Expires:

H97000003 573

M.J.