

(SAMPLE LETTER OF TRANSMITTAL)

DATE March 3, 1997

Florida Department of State
Division of Corporations
P.O. Box 1617
Tallahassee, FL 32314

Handwritten signature: P9700022828

Re: Metropolis Realty and Development, Inc.
(Name of Corporation)

1 00002 106841 --5

~~03/07/97~~ 01016--010
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Donald L. Berg

(Individual's Name)

FILED
97 HAR - 7 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Metropolis Realty & Development

(Name of Corporation)

Handwritten signature: D/LB

MAILING ADDRESS OF CORPORATION

22 Crandon Blvd.

Key Biscayne FL 33149

PHONE

(305) 361 2383

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of

Metropolis Realty and Development Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act adopt(s) the following articles of incorporation for such corporation:

FILED
97 MAR -7 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Metropolis Realty and Development Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	22 Crandon Blvd.		
CITY	Key Biscayne	FLORIDA	ZIP 33149

Mailing address, if different

STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Donald L. Berg II		
ADDRESS	22 Crandon Blvd.		
CITY	Key Biscayne	FLORIDA	ZIP 33149

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

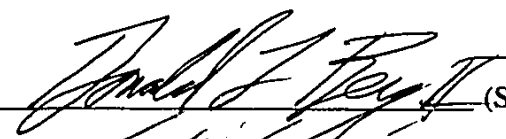

NAME	Donald L. Berg II		
ADDRESS	22 Crandon Blvd.		
CITY	Key Biscayne	STATE	Florida ZIP 33149
NAME	Sean P. Schwinghammer <i>DART</i>		
ADDRESS	16333 Shadow Ct.		
CITY	Miami Lakes	STATE	Florida ZIP 33014
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Donald L. Berg II		
ADDRESS	22 Crandon Blvd.		
CITY	Key Biscayne	STATE	Florida ZIP 33149
NAME	Sean P. Schwinghammer <i>DART</i>		
ADDRESS	16333 Shadow Ct.		
CITY	Miami Lakes	STATE	Florida ZIP 33014
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 3 day of March, 1997.

 (Signature)
 (Signature)
 _____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Metropolis Realty and Development Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 22 Crandon Blvd.

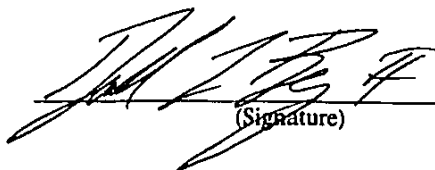
Key Biscayne, FL 33149

has named Donald L. Berg II

located at the aforesaid address, as its registered agent to accept service of process within this state.

FILED
97 MAR -7 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

03/04/97

(Date)