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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

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

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FAX #: (305) 541-3770

NAME: MIAMI BEACH PENTHOUSE DEVELOPMENT, INC.

AUDIT NUMBER.....H97000005077

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

MIAMI BEACH PENTHOUSE DEVELOPMENT, INC., A FLORIDA CORPORATION

The name of this corporation is:

MIAMI BEACH PENTHOUSE DEVELOPMENT, INC.

ARTICLE ONE

NATURE OF BUSINESS

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

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of selling insurance and other related services and accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

ARTICLE THREE

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation. The stock of this corporation shall be known as Common Stock.

Prepared By: Richard Wasserstein, Esq., 913 Normandy Drive, Miami Beach, FL (305) 866-1455 FLA BAR 604380

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B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 100 shares.

C. Par Value. Each share of Common Stock shall have no par value.

D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-accessibility. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this corporation is 913 NORMANDY DRIVE, MIAMI BEACH, FLORIDA 33141, and the name of the Initial Registered Agent of this corporation at that address is RICHARD WASERSTEIN.

ARTICLE FIVE

The incorporator for MIAMI BEACH PENTHOUSE DEVELOPMENT, INC., a FLORIDA CORPORATION, is HY YEFFET whose address is P.O. BOX 630762, MIAMI, FLORIDA 33163. The permanent address of business is P.O. BOX 630762, MIAMI, FLORIDA 33163. The street address for the corporation is P.O. BOX 630762, MIAMI, FLORIDA 33163.

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ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially one director. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one Director. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

PRESIDENT & TREASURER: BY YEFFET
VICE-PRESIDENT & SECRETARY: BY YEFFET
BOTH LOCATED AT P.O. BOX 630762, MIAMI, FLORIDA 33163.

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

ARTICLE EIGHT

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE NINE

SHAREHOLDER QUORUM AND VOTING

Fifty-One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN

APPROVAL OF SHAREHOLDERS REQUIRED
FOR MERGER

The approval of the shareholders of this corporation to any

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plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE ELEVEN

DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE

INDEMNIFICATION

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

ARTICLE THIRTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation of 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 26 day of MARCH, 1997.

Subscriber-HY YEFET
Add: P.O. BOX 630762
MIAMI, FLORIDA 33035

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public Authorized to take acknowledgements in the State and County set forth above, personally appeared HY YEFET known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

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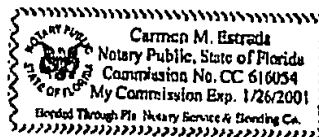
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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 26 day of March, 1997.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First -- That MIAMI BEACH PENTHOUSE DEVELOPMENT, INC., a FLORIDA CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named RICHARD WASERSTEIN as its Resident and Registered Agent, at 913 NORMANDY DRIVE, MIAMI BEACH, FLORIDA 33141, as its Resident and Registered Office.

Second -- That said Resident and Registered Agent, having been named to accept service of process for the above state Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

RICHARD WASERSTEIN, ESQ.
Registered Agent

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