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L. HARRY KEYFETZ
MARK A. KAIRE
BRADLEY D. ASNIS
MICHAEL O. SREBNICK

FILED
91 APR -7 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 2, 1997

State of Florida
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Uptown-Downtown Flea Market Mall, Inc.

8000002134788--7
-04/07/97--01037--005
****122.50 ****122.50

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one certified copy.

I am enclosing my check in the amount of \$122.50 covering:

- | | | |
|----|------------------------------|-----------------|
| 1. | Filing fee | \$ 35.00 |
| 2. | Certified copies | 52.50 |
| 3. | Registered Agent designation | 35.00 |
| | | <u>\$122.50</u> |

Very truly yours,


Mark A. Kaire

MAK/yb

Enclosures

F. CHESLER

APR 8 1997

ARTICLES OF INCORPORATION
OF
UPTOWN-DOWNTOWN FLEA MARKET MALL, INC.

FILED
97 APR -7 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be UPTOWN-DOWNTOWN FLEA MARKET MALL, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

5700 Okeechobee Boulevard
West Palm Beach, Florida 33417

ARTICLE III

MAILING ADDRESS

The mailing address of this corporation shall be:

5700 Okeechobee Boulevard
West Palm Beach, Florida 33417

ARTICLE IV

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE V

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, each at \$1.00 par value.

ARTICLE VII

PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is:

5700 Okeechobee Boulevard
West Palm Beach, Florida 33417

The name of the initial registered agent of the corporation is, together with the agent's address:

Joe Koplowitz
5700 Okeechobee Boulevard
West Palm Beach, Florida 33417

ARTICLE IX

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Joe Koplowitz
5700 Okeechobee Boulevard
West Palm Beach, Florida 33417

Director

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement hereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors arising out of their status as such.

ARTICLE XI

INCORPORATION

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

Joe Koplowitz
5700 Okeechobee Boulevard
West Palm Beach, Florida 33417

ARTICLE XII

BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

AMENDMENT

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of MARCH, 1997.

FILED
97 APR -7 PM 1:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 31st day of March, 1997 by Joe Koplowitz, who has produced _____, as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed by official seal, in the State and County aforesaid, this 31 day of March, 1997.

Yolanda BATAILAN
Name of Acknowledger Typed

My Commission Expires: 7 SEAL
YOLANDA BATALLAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC335242
MY COMMISSION TYPE: TAN. 21, 1993

ACCEPTANCE OF REGISTERED AGENT

DATED:

3/31/97

JOE KOPLOWITZ