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ACCOUNT NO. : 072100000032

REFERENCE : 330891 93940A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
97 APR 15 PM 12:21
TALLAHASSEE
FLORIDA

ORDER DATE : April 15, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 330891-005

CUSTOMER NO: 93940A

CUSTOMER: Cynthia L. Sheer, Esq
CYNTHIA L. SHERR, P.A.

2016 Harrison Street

Hollywood, FL 33020

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-04/15/97--01064--025
*****70.00 *****70.00

DOMESTIC FILING

NAME: HALLANDALE REALTY CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

RECEIVED
97 APR 15 AM 11:24
DIVISION OF CORPORATION

ON APR 15 1997

ARTICLES OF INCORPORATION
OF
HALLANDALE REALTY CORPORATION

FILED
97 APR 15 PM 12:21
TALLAHASSEE
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HALLANDALE REALTY CORPORATION

The address of the principal office of this corporation shall be 2030 S. Ocean Drive #2214, Hallandale, FL 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage in every aspect of the business of a real estate sales and leasing corporation. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2016 Harrison Street, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at the address is Cynthia L. Sherr, P.A..

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 1 director(s), initially. The name(s) and street address(es) of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successor is elected or appointed is/are:

Sylvia Gross
2030 S. Ocean Drive #2214, Hallandale, FL 33009

ARTICLE VII. INCORPORATOR

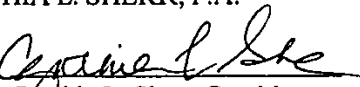
The name and address of the incorporator to these Articles of Incorporation:

Cynthia L. Sherr, P.A.
2016 Harrison Street, Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Cynthia L. Sherr, P.A., has
hereunto set their hand and seal of Cynthia L. Sherr, P.A. on April 14, 1997.

CYNTHIA L. SHERR, P.A.

By:

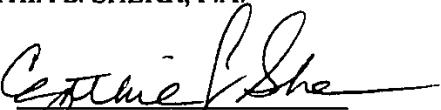

Cynthia L. Sherr, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Cynthia L. Sherr, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President

FILED
97 APR 15 PM 12:21
CLERK OF DISTRICT COURT
JANUARY 1997

ASSIGNMENT OF THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION
OF
HALLANDALE REALTY CORPORATION

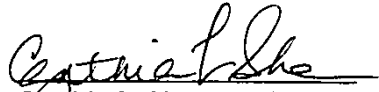
Cynthia L. Sherr, P.A., as sole incorporator, for value received hereby assigns any
and all rights it may have as such incorporator to the following:

Sylvia Gross
2030 S. Ocean Drive #2214, Hallandale, FL 33009

Dated this April 14, 1997.

CYNTHIA L. SHERR, P.A.

By:


Cynthia L. Sherr, President