

LAW OFFICES OF
MAX D. PUYANIC

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 12:45

April 16, 1997

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VIA FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation and Certificate of Limited Partnership; North Port Village Shopping Center Associates, Ltd. and North Port Village Shopping Center, Inc.

Dear Sir or Madam:

Enclosed please find an original and copy of Articles of Incorporation for North Port Village Shopping Center, Inc. Additionally, enclosed is an original and copy of the Certificate of Limited Partnership of North Port Village Shopping Center Associates Ltd. both of which is being sent to you for filing. Also enclosed is our check in the amount of \$1,960 in payment of the following fees:

Filing Fee Articles Of Incorporation	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Filing Fee of Certificate of Ltd. Ptn.	1,750.00
Registered Agent fee	35.00
Certified Copy	<u>52.50</u>
Total	\$1,960.00

Kindly return the certified copies of the documents to us in the Federal Express envelope provided herein. If you should have any questions, please do not hesitate to call the undersigned at (305) 373-0220, ext. 1.

Sincerely,

Sandra S. Kokenge

Sandra S. Kokenge
Legal Assistant

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4/23

**ARTICLES OF INCORPORATION
OF
NORTH PORT VILLAGE SHOPPING CENTER, INC.**

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ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: **NORTH PORT VILLAGE SHOPPING CENTER, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

169 East Flagler Street, Suite 920
Miami, Florida 33131

ARTICLE III

NATURE OF THE CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

TERMS OF EXISTENCE

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE VI

INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: Max D. Puyanich

INITIAL REGISTERED OFFICE: 51 SW 9 Street, Miami, Florida 33130

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one. The number of Directors may be either increased or decreased from time to time by amendment to the By-Laws but shall never be less than the number of the initial Board of Directors.

The name and address of the sole Director is:

NAME: Shaul Rikman

ADDRESS: 169 East Flagler Street, Suite 920
Miami, FL 33131

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR: Shaul Rikman

ADDRESS: 169 East Flagler Street, Suite 920, Street, Miami, Florida 33131

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE XI

RIGHT TO AMEND

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII

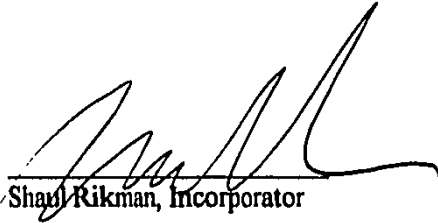
VOTING RIGHTS

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII

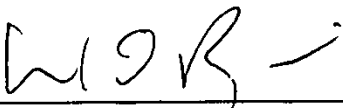
The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Shaul Rikman, Incorporator

**ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT**

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.

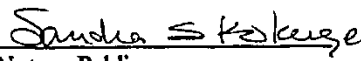


Max D. Puyan

Date: _____

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 17 day of April, 1997 by Max D. Puyan who is personally known to me and who did take an oath.



Notary Public

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