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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: AMERICAN PROPERTIES REALTY CORPORATION
AUDIT NUMBER.....H97000008327
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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**ARTICLES OF INCORPORATION
OF
AMERICAN PROPERTIES REALTY CORPORATION**

**ARTICLE I
NAME**

The name of this Corporation is American Properties Realty Corporation.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- (1) To conduct any and all business activities permitted by the laws of the State of Florida.
- (2) To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.
- (3) To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

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 the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Prepared by: Patrice M. Johnston
American Properties Realty Corporation
5901 N.W. 151st Street, #120
Miami Lakes, Florida 33014

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ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Share."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5901 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent of this Corporation at that address is Harry Speizer. The mailing address of the Corporation is P.O. Box 4550, Miami Lakes, Florida 33014.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is:

Harry Weitzer
5901 N.W. 151st Street, Suite #120
Miami Lakes, Florida 33014

ARTICLE VII
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two, three, or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF INCORPORATION
AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the

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shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

ARTICLE IX POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XI INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

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**ARTICLE XII
INCORPORATOR**

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

Patrice M. Johnston
5901 N.W. 151st Street, Suite #120
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: May 12, 1997


PATRICE M. JOHNSTON

ACKNOWLEDGMENT

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

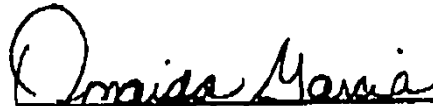
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICE M. JOHNSTON, who is personally known to me and who did not take an oath, who acknowledged before me that she executed the foregoing Articles of Incorporation for the purposes aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of May, A.D., 1997.

My Commission Expires:



SANDRA GARCIA
My Commission Expires 06/14/98
Expire Date: 06, 1998


Notary Public, State of Florida at Large
Print Name: Sandra Garcia

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

American Properties Realty Corporation, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami Lakes, County of Dade, State of Florida, has named Harry Speizer, located at 5901 N.W. 151st Street, Suite 120, City of Miami Lakes, Dade County, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


HARRY SPEIZER
REGISTERED AGENT

TALLAHASSEE, FLORIDA

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