

Acquisition and Resale Brokerage, Inc.

"Diversified Residential and Commercial Investments"

FL
Div. of Corporations

P97000054315

Pls file enclosed Articles of incorporation
for Unique Assets, Inc.

800002216858--9
-06/19/97--01023--016
****131.25 ****131.25

Enclosed Also find a check for: 122⁵⁰ recording fee
8²⁵ Certificate
131²⁵ Total

Please Return to:
1400 Allendale Road, Suite 1
West Palm Beach, FL 33405.

Thank you.

Alan Mentzer
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 PM 2:41

6-19-97
WS

ARTICLES OF INCORPORATION

FOR

UNIQUE ASSETS, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a business corporation pursuant to the Corporation Laws of the State of Florida, does hereby make, subscribe and acknowledge these *Articles of Incorporation* for that purpose, as follows:

- I. The name of the Corporation shall be **UNIQUE ASSETS, INC.**
- II. The general nature of the business or businesses to be transacted by the Corporation is:
 - a. to engage in any and all business operations permitted pursuant to the laws of the State of Florida,
 - b. to purchase items for sale or lease in the ordinary course of such an operation,
 - c. to purchase, lease, exchange, hire or otherwise acquire real or personal property, chattels, rights, easements, patent rights, privileges and franchises by the corporation,
 - d. to hire employees necessary to the operation of the Corporation and to terminate such employment as the directors see fit,
 - e. to borrow money for the purpose of funding and establishing the business of the Corporation and issue all and every kind of bonds, notes and other obligations and to secure the same by pledges or mortgages of the whole or any part of the property of the Corporation, either real or personal, or by any other form of security or instrument, in writing, or to issue bonds, notes, debentures, or other obligations with or without security, and to sell or pledge any or all such bonds, notes or other obligations,
 - f. to the extent as provided by law, to acquire real or personal property to the extent that any of the same shall be authorized to be purchased, held, used, managed or dealt in by the Corporation under the provisions hereof or necessary for the use and lawful purposes of the Corporation, and to issue in consideration thereof and in payment therefor shares of the corporate stock of the Corporation, or the bonds, notes, debentures or other obligations of the Corporation,
 - g. to the extent permitted by law, to subscribe, to purchase, acquire, hold, own, invest in, assign, transfer, mortgage, pledge or otherwise dispose of or deal in the stocks, bonds, debentures or other securities and obligations of any other corporation, domestic or foreign, and to pay for the same in cash or issue in

exchange therefor its own stocks, bonds and other obligations and possess and exercise in respect of the stocks, bonds, debentures, or other securities and obligations of any corporation, domestic or foreign, acquired under the provisions of this paragraph, and all the rights, powers and privileges of individual owners thereof, including any and all voting powers,

- h. to the extent permitted by law, to acquire the whole or any part of the goodwill, rights of property or other assets of any person or entity, domestic or foreign, engaged in a similar business, and to assume the whole or any part of the liabilities of the same, and to pay for the same in cash, stocks or bonds of this corporation, or otherwise,
- i. to the extent permitted by law, to guarantee the bonds or other evidence of indebtedness or any other corporation whenever it is necessary or expedient in carrying out any of the powers herein conferred upon this Corporation, and
- j. to conduct its business, so far as permitted by law, in the State of Florida and in all other states of the United States of America and its territories and in the District of Columbia, and in any and all of the dependencies, colonies or possessions of the United States and in foreign countries.

The foregoing clauses setting forth the nature of the business or businesses to be transacted by the corporation shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon corporations by the laws of the State of Florida at the date of this incorporation. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner not in conflict therewith the powers of the Corporation, and that the Corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinbefore enumerated, either alone or in association with other corporations, firms or individuals, to the full extent permitted by law and as fully or individuals might or could do as principals, agents, contractors, sub-contractors or otherwise.

- III. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 shares of \$1.00 par value per share, all of which shall be classified and

designated as common stock, fully paid and non-assessable.

- IV. The amount of capital with which the Corporation shall begin business is
\$100.00
- V. The Corporation is to have perpetual existence.
- VI. The principal place of the business and the initial registered office of the Corporation is 1400 Allendale Road, WPB Florida, 33405 with the privilege, however, of having branch offices or places of business in any other place or places within or without the State of Florida and its initial registered agent at such address is Alan D. Mentser.
- VII. The number of directors shall be not less than one (1) nor more than five (5), and the directors need not be stockholders of the Corporation.
- VIII. The names and post office addresses of the members of the first Board of Directors, Chief Executive Officer, President, Secretary and Treasurer, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until their successors are elected and have qualified, are:

FIRST BOARD OF DIRECTORS
AND OFFICERS

POST OFFICE ADDRESSES

ALAN D. MENTSER
President, Director

1400 Allendale Road, Suite 1
West Palm Beach, FL 33405

- IX. The name and post office address of each subscriber to these Articles of Incorporation, and a statement of the number of shares of stock which each

subscriber agrees to take in the corporation are as follows:

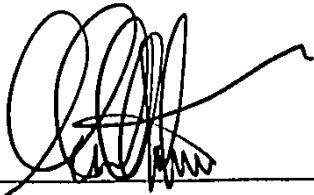
<u>NAME/ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
ALAN D. MENTSER 1400 Allendale Road Suite 1 West Palm Beach, FL 33405	100	100.00

The total aggregate amount of the proceeds of the stock so subscribed for will not be less than the amount of the capital with which the corporation will begin business.

X. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

XI. Each subscriber of common stock shall be entitled, subject to such rules as may be prescribed by the Directors pursuant to law, to one vote for each share of common stock standing in his or her name on the books of the Corporation, each holder of common stock entitled to vote shall be entitled to as many votes as shall equal the number of shares of common stock held by him or her, multiplied by the number of Directors to be elected, and he or she may cast all such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he or she may see fit.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation
this 18th day of JUNE, 1997



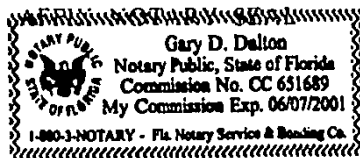
(SEAL)
ALAN D. MENTSER, INCORPORATOR

STATE OF Florida
COUNTY OF Palm Beach

On this day, before me, personally appeared Alan D. Mentzer to me
well known to be the person _____ described in and who executed
the same freely and voluntarily and for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this
18th day of June, 1997.

Gary D. Dalton
NOTARY PUBLIC
My Commission Expires: 6-7-01



ACKNOWLEDGMENTS OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the proper and complete performance
of my duties.

[Signature]
Registered Agent

6-18-1997
Date

FILED
SECRETARY OF STATE
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