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MITCHELL T. CRAIG
ANN M. CRAIG

July 16,

Via Federal Express

**Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314**

500002255455--9

-08/01/97--01102--003

***122.50 ***122.50

Re: ZAVE PROPERTIES SOUTH FLORIDA, INC. - Articles of Incorporation

Enclosed for filing please find the original and one (1) copy of Articles of Incorporation for ZAVE PROPERTIES SOUTH FLORIDA, INC. Please file the Articles forthwith and return to us a certified copy. Enclosed please find a check in the sum of \$122.50, representing the \$70.00 filing and designation of resident agent fee, and \$52.50 for one (1) certified copy.

Thank you.

Very truly yours,

MITCHELL T. McRAE, P.A.

By:

Mitchell T. McRae

MTM:jm

Enclosure(s)

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1997

MITCHELL T. MCRAE, P.A.
ONE BOCA RATON - SUITE 405 EAST
2255 GLADES ROAD
BOCA RATON, FL 33431

SUBJECT: ZAVE PROPERTIES SOUTH FLORIDA, INC.
Ref. Number: W97000016709

We have received your document for ZAVE PROPERTIES SOUTH FLORIDA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 297A00036861

**ARTICLES OF INCORPORATION
OF
ZAVE PROPERTIES SOUTH FLORIDA, INC.**

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SECRET
TALLAHASSEE, FLORIDA

Mitchell T. McRae, Esq. the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Zave Properties South Florida, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1,000.00) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS**

The initial Registered Office of this corporation shall be located at: 2255 Glades Road, Suite 405 East, Boca Raton, Florida, and the name of the initial Registered Agent of this corporation at said address shall be: Mitchell T. McRae, Esquire. The business address of this corporation shall be: 2255 Glades Road, Suite 405 East, Boca Raton, Florida 33431.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director: Zave Aberman, 1255 Rue University, Suite 1604, Montreal, Quebec, Canada H3B3X3. The number of persons serving as directors shall never exceed ten.

ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Zave Aberman, 1255 Rue University, Suite 1604, Montreal, Quebec, Canada H3B3X3 (President, Vice-President, Secretary and Treasurer).

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Mitchell T. McRae, Esquire, 2255 Glades Road, Suite 405 East, Boca Raton, Florida 33431.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the date which is five (5) days prior to the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator, Mitchell T. McRae, Esq. subscribed to these Articles of Incorporation this 16th day of July, 1997.

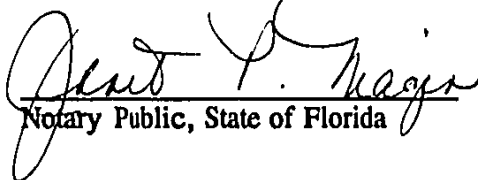


MITCHELL T. McRAE

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Mitchell T. McRae, Esq. to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, (☒) who is personally known to me, () who has produced _____ as identification and who () did (☒) did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 16th day of July, 1997.



Notary Public, State of Florida

3.



Janet P. Magin
My Commission CC020730
Expires March 13, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

That Zave Properties South Florida, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named Mitchell T. McRae, Esq., as its Registered 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 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.



Mitchell T. McRae, Esq.

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97 JUL 31 PM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA