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August 4, 1997

FILED
97 AUG -8 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division Of Corporations
P.O. Box 6327
Tallahassee FL 32314

To Whom It May Concern:

On behalf of D & D International Realty Management Company, I have enclosed an original and two copies of the Certificate of Incorporation, along with a check for \$122.50 from my firm for the initial filing fee and for a certified copy.

If you have any questions, comments or concerns regarding the enclosures, feel free to contact me at your convenience.

Sincerely,



Michael L. Friedman

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***122.50 ***122.50

mc 8/11/97

CERTIFICATE OF INCORPORATION

OF

D & D INTERNATIONAL REALTY MANAGEMENT COMPANY

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the Statutes of said State of Florida.

ARTICLE I

The name of the corporation shall be:

D & D International Realty Management Company

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ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this state, as fully and to the same extent as natural persons might or could do.

To carry on the business of all types of real estate management, and to do all other matters relating to the above.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have

outstanding at any time shall be one thousand (1,000) shares of one cent (.01) par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN THE BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS-

The principal place of business of the corporation shall be located at 1351 Miami Gardens Drive. Suite 505, North Miami Beach, FL, 33179.

ARTICLE VII

NUMBER OF DIRECTORS-

The number of directors of this corporation shall be 2.

ARTICLE VIII

The names and post office/mailling addresses of the first Board Of Directors and officers of this corporation shall be:

Izhak Rosenberg, 3332 SW 51st Street, Ft. Lauderdale, FL,

Daniel Rosenberg, 1351 NE Miami Gardens Drive, Apt. 505, Miami, FL, 33179.

ARTICLE IX

The names and post office/mailling addresses of each subscriber and the number of shares of stock which each agrees to take are:

Izhak Rosenberg, 3332 SW 51st Street, Ft. Lauderdale, FL, 250 shares.

Daniel Rosenberg, 1351 NE Miami Gardens Drive, Apt. 505, Miami, FL, 33179, 250 shares.

ARTICLE X

The directors of this corporation, in addition to the powers conferred by the laws of the state of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE XI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII

INCORPORATORS' ACKNOWLEDGEMENT

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, personally appeared Izhak Rosenberg and Daniel Rosenberg, who are known to me or provided _____ as identification, and who have acknowledged before me that they have executed the foregoing Certificate of Incorporation, and they have acknowledged before me, each for himself and not for the other, that they have executed the same freely and voluntarily for the purposes therein expressed.

X _____

X _____

SWORN TO and SUBSCRIBED before me, this 31st day
of July, 1997.

Notary Public

My commission expires:

Michael L. Friedman
CC # 664330
July 16, 2001



MICHAEL FRIEDMAN
COMMISSION # CC 664330
EXPIRES JUL 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ARTICLE XII

REGISTERED AGENT- The name and post office/mailling and street address of the initial registered agent of this corporation is Izhak Rosenberg, 3332 SW 51st Street, Ft. Lauderdale, FL.

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DADE

I, Izhak Rosenberg, as initial registered agent, hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation pursuant to F.S. 607.0501(3)

FURTHER AFFIANT SAYETH NOT.



IZHAK ROSENBERG

SWORN TO and SUBSCRIBED before me, this 31st day
of July, 1997.

Notary Public 

My commission expires:

July 16, 2001



MICHAEL FRIEDMAN
COMMISSION # CC 664330
EXPIRES JUL 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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