

LOGIN SERVICES

Computer • Software • Novell Netware Support / Training

997000074866

August 25, 1997

Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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-08/27/97--01069--017
****122.50 ****122.50

ATTENTION: Incorporation Department
InnerCity Properties, Inc.

Dear Sir:

Enclosed herewith please find the following:

1. Duplicate original of Articles of Incorporation for the above subject corporation
2. Check in the sum of \$122.50, representing filing fee


Please process and provide this office with a duplicate original of said Articles.

Should you have any questions, please do not hesitate to contact this office by calling collect.

Your attention to this matter is sincerely appreciated.

Sincerely,

LOGIN SERVICES CORP.


Rosemary Van

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RV/gss
Enclosures
VIA FEDERAL EXPRESS

ARTICLES OF INCORPORATION

OF

InnerCity Properties, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 27 PM 12:37

ARTICLE I - NAME

The name of the corporation is: InnerCity Properties, Inc.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
 - b. Pursue its purposes and business in any and all locations foreign and domestic.
 - c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
 - d. Buy and sell real and personal property of any nature whatsoever.
 - e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
 - f. Import and export wares, goods and merchandise of any nature whatsoever.
 - g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
 - h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
 - i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
 - j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
 - k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.
 - l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.
 - m. Guarantee performance by any other person and/or entity.
- In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

ELOUISE WHORLEY
1941 NW 152ND STREET, OPA-LOCKA, FL 33054

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than ONE. The name and address of the director(s) of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ELOUISE WHORLEY	1941 NW 152ND STREET, OPA-LOCKA, FL 33054

ARTICLE VIII - INCORPORATOR

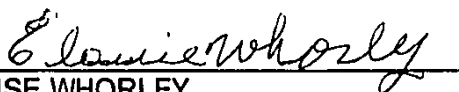
The name and address of the person signing these articles is:

ELOUISE WHORLEY
1941 NW 152ND STREET, OPA-LOCKA, FL 33054

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of August, 1997.


ELOUISE WHORLEY

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

FILED STATE
SECRETARY OF CORPORATIONS
97 AUG 27 PH12-37

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

FIRST: That InnerCity Properties, Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of OPA-LOCKA, DADE County, State of Florida, has named ELOUISE WHORLEY who is located at 1941 NW 152ND STREET, OPA-LOCKA, FL 33054 as its registered agent to accept service of process within the 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 provisions of said Act relative to keeping open said office.


**ELOUISE WHORLEY
REGISTERED AGENT**