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September 23, 1997

WILL A. NASON (1924 - 1979)

ALAN I. ARMOUR II  
GARY N. GERSON  
SUZANNE M. GLEIBER  
ELAINE JOHNSON JAMES  
JEFFREY B. KAHN  
DOMENICK R. LIOCE

NATHAN E. NASON  
MARK A. PACHMAN  
AMANDA LYNN PARKS  
GREGORY L. SCOTT  
JOHN WHITE II  
THOMAS J. YEAGER

**VIA FEDERAL EXPRESS**

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

100002302491--1  
-09/24/97--01078--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: US Property Investments, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

The original is to be filed in your office and the copy certified and returned to my attention using the enclosed stamped, self-addressed envelope.

Very truly yours,

NASON, YEAGER, GERSON, WHITE &  
LIOCE, P.A.

Georgina J. Popham  
Legal Assistant

FILED  
97 SEP 24 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

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DMC  
9.25.97

ARTICLES OF INCORPORATION  
OF  
U.S. PROPERTY INVESTMENTS, INC.

FILED  
97 SEP 24 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation 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:

U.S. Property Investments, Inc.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

1608 South Dixie Highway  
West Palm Beach, FL 33401

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$0.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Gary N. Gerson

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of this Corporation are:

Name

Street Address

Clement C. Mimoun

1608 South Dixie Highway  
West Palm Beach, Florida 33401


Aldo R. Mimoun

1608 South Dixie Highway  
West Palm Beach, Florida 33401

Leonard G. Epstein


1608 South Dixie Highway  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of September, 1997.


  
\_\_\_\_\_  
Gary N. Gerson, Incorporate

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, U.S. Property Investments, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By:   
\_\_\_\_\_  
Gary N. Gerson Incorporate

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By:   
\_\_\_\_\_  
Gary N. Gerson, Registered Agent

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