CR2E0G1 (1-89)

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

CITI HABITATS SOUTH, INC.

FIRST:

TOOT OF THE DO The name of the corporation is: CITI HABITATS SOUTH, INC.

The street address of the principal office of the corporation and the SECOND: mailing address of the corporation is:

> Citi Habitats, Inc. 50 Madison Avenue New York, New York 10010 Attn: Andrew Heiberger, President

The corporation shall have the authority to issue two hundred (200) THIRD: shares, all of which shall be without par value.

The street address of the initial registered office of the corporation is: FOURTH:

> c/o Steven J. Lederer, Esq. 2450 Northeast Miami Gardens Drive Suite 100 North Miami Beach, Florida 33180

FIFTH: The number of directors constituting the initial Board of Directors of the corporation shall be two (2).

The names and addresses of the directors, who shall hold office until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>DIRECTORS</u>	<u>ADDRESSES</u>
Andrew Heiberger	300 East 34th Street, Apt. 24-F New York, New York 10016
Igal Feibush	280 Park Avenue South, Apt. 25-E New York, New York 10010

SEVENTH: The name and address of the incorporator is:

Gary L. Malin, Esq. c/o Paradise & Alberts LLP 630 Third Avenue New York, New York 10017

The undersigned has executed these Articles of Incorporation this 31th day of Clober, 1997.

Steven J. Lederer, Esq. is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Business Corporations Act:

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