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T.D. ELLIS, JR. (1962)
SHERWOOD SPENCER (1996)

ROBERT B. BUTLER
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MARK F. BUTLER
ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS*
JOHN C. PRIMEAU
WILLIAM C. STALIONS

*ALSO ADMITTED IN NEW YORK
*BOARD CERTIFIED REAL ESTATE

November 4, 1997

Office of Secretary of State
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

800002338998--6
-11/05/97--01077--015
*****78.75 *****78.75

Re: *Lauderhill Partners, Inc.*

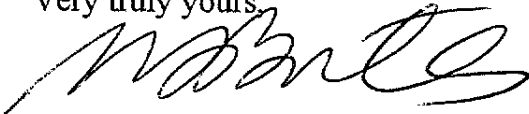
To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporation.

Also, enclosed is a check in the amount of \$78.75 representing the filing fee for the enclosed documents (\$70.00) and the fee for a Certificate of Status (\$8.75). Please forward a filing receipt and the Certificate of Status to our office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Very truly yours,



MARK F. BUTLER

MFB/ldp

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 3:00

11-6-97
WS

ARTICLES OF INCORPORATION
OF
LAUDERHILL PARTNERS, INC.

FILED IN STATE
DIVISION OF CORPORATIONS
6 17 NOV -5 PM 3:00

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I: Name

The name of the corporation shall be LAUDERHILL PARTNERS, INC.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 3300 North 29th Avenue, #101, Hollywood, Florida, 33020.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV: Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Bennett L. David
3300 North 29th Avenue, #101
Hollywood, Florida 33020

Article VI: Term of Existence

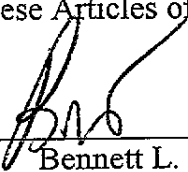
This corporation is to exist perpetually.

Article VII: Incorporator

The name and street address of the incorporator to these Articles of Incorporation:

Bennett L. David
3300 North 29th Avenue, #101
Hollywood, Florida 33020

The undersigned incorporator has executed these Articles of Incorporation this 4th day of November, 1997.

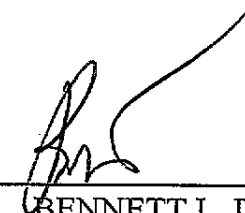


Bennett L. David

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for LAUDERHILL PARTNERS, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes (F.S. 607.0505) relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of November, 1997.

BY: 

BENNETT L. DAVID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -5 PM 3:00