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OFFICES  
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SATELITE OFFICE

25 WEST FLAGLER STREET  
SUITE 1040  
MIAMI, FLORIDA 33130

November 18, 1997

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\*\*\*122.50 \*\*\*122.50

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Double Key Management Company

To Whom It May Concern:

Please be advised that the undersigned attorney represents Double Key Management Company, pursuant to which I am herewith enclosing an original and copies of my client's Articles of Incorporation.

At this time, I would appreciate your filing the enclosed Articles, and thereafter returning a certified copy of same to my office in the enclosed self addressed stamped envelope.

Additionally, I am herewith enclosing my check in the sum of \$122.50 to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa  
Encl.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11-24-97  
WS

ARTICLES OF INCORPORATION  
OF  
DOUBLE KEY MANAGEMENT COMPANY

\*\*\*\*\*

THE UNDERSIGNED do hereby associate  
for the purpose of forming a corporation under the laws of the State of Florida, and do  
hereby certify as follows:

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DIVISION OF CORPORATIONS  
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ARTICLE I - NAME

The name of the Corporation shall be:

DOUBLE KEY MANAGEMENT COMPANY

ARTICLE II - PURPOSE

A. To carry on and engage in the business of managing properties; commercial, residential, and otherwise, including, but not limited to, the marketing, purchasing, selling, advertising, repairing, construction, and renovation of same in addition to any and all acts and transactions related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner,  
to wit:

One-hundred ( 100 ) Shares of Common Stock, having  
no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

12000 Biscayne Boulevard  
Suite 407  
No. Miami, Florida 33181

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Edilse Goldberg

, and the Registered Office shall be located at:

12000 Biscayne Boulevard, Suite 407, No. Miami, Florida

or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Edilse Goldberg	President/Treasurer	12000 Biscayne Blvd. Suite 407 No. Miami, Florida
Rita Stefanelli	Vc. President/ Secty.	12000 Biscayne Blvd. Suite 407 No. Miami, Florida

**ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of

One ( 1 ), but not more than five (5) persons.

**ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edilse Goldberg	12000 Biscayne Boulevard Suite 407 No. Miami, Florida
Rita Stefanelli	12000 Biscayne Boulevard Suite 407 No. Miami, Florida

**ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Edilse Goldberg	12000 Bisc. Blvd. Suite 407 No. Miami, Fl.	51	\$ 510.00
Rita Stefanelli	12000 Bisc. Blvd. Suite 407 No. Miami, Fl.	49	\$ 490.00

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of

the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal  
at Miami, Dade County, Florida, this            day of November            , 1997

  
\_\_\_\_\_  
EDILSE GOLDBERG

(SEAL)

  
\_\_\_\_\_  
RITA STEFANELLI

(SEAL)

(SEAL)

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of November

1997, by Edilse Goldberg, who is personally known to,

me or has produced license as identification and who did (did not) take an oath;

by Rita Stefanelli, who is personally known to me or who has

produced license as identification and who did (did not) take

an oath; by \_\_\_\_\_, who is personally known to me or who

has produced as identification and who did (did not) take

an oath; by \_\_\_\_\_, who is personally known to me or who

has produced as identification and who did (did not) take

an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:



STEPHEN N ROSENTHAL  
My Commission CC332441  
Expires Nov. 28, 1997  
Bonded by HAI  
800-422-1555

**CERTIFICATE ACCEPTING DESIGNATION**  
**AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
Double Key  
Management Company and agree to serve as it Registered Agent, to accept service  
of process within the State at its Registered Office located at: 12000 Biscayne Blvd.,  
Suite 407, No. Miami, Florida.

  
\_\_\_\_\_  
Registered Agent  
Edilse Goldberg