



THE UNITED STATES
CORPORATION
COMPANY

P97000100696

ACCOUNT NO. : 072100000032

REFERENCE : 613092 7140309

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 25, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 613092-035

CUSTOMER NO: 7140309

CUSTOMER: Dr. Robert Goldstein
DR. ROBERT GOLDSTEIN

Suite 400
4700 N. Habana Avenue
Tampa, FL 33614

DOMESTIC FILING

NAME: MIRIAM & WENDY CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

8

FILED
97 NOV 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-11/25/97--01040--027
*****70.00 *****70.00

RECEIVED
97 NOV 25 AM 11:25
DIVISION OF CORPORATION

W97-26560



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 25, 1997

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MIRIAM & WENDY CORPORATION
Ref. Number: W97000026560

We have received your document for MIRIAM & WENDY CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00056338

RECEIVED
97 NOV 26 PM 1:15
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MIRIAM & WENDY CORPORATION

FILED

97 NOV 25 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Miriam & Wendy Corporation

The principal place of business of this Corporation shall be:

4815 N Westshore Blvd, Tampa, Florida

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, 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. The specific purpose of this Corporation shall be to operate and manage residential and commercial real estate investment properties.

ARTICLE III. CAPITAL STOCK

This Corporation shall be authorized to issue two classes of common stock: "Class A" voting common shares and "Class B" non voting common shares. Both Class A and Class B classes of stock shall be identical in all respects except that shareholder owners of Class B non-voting shares shall have no voting rights of any kind or nature.

<u>Type of Shares</u>	<u>Par Value</u>	<u>Authorized Issue</u>
Class A Voting Common	\$1.00 per share	1,000
Class B Non-voting Common	\$1.00 per share	1,000

ARTICLE IV. PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the principal business office of the Corporation shall be: 4815 N Westshore Blvd, Tampa, Florida

and the name of the initial Registered Agent of the Corporation at that address shall be: Anne McQueen

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. DIRECTORS

This Corporation shall have one (1) director initially. The names and

addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Robert J Goldstein	4815 N Westshore Blvd, Tampa, Florida

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICE</u>	<u>OFFICER</u>	<u>ADDRESS</u>
President	Robert J Goldstein	4815 N Westshore Blvd, Tampa, Fla
Vice President	Anne McQueen	4815 N Westshore Blvd, Tampa, Fla
Secretary	Wendy Williams	4815 N Westshore Blvd, Tampa, Fla
Treasurer	Robert J Goldstein	4815 N Westshore Blvd, Tampa, Fla

ARTICLE X. SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>	<u>CONSIDERATION</u>
Robert J Goldstein	**	1 Share (Class A)	\$1
Alexander B. Goldstein	**	499 Shares (Class B)	\$499
Wendy Williams	**	500 Shares (Class B)	\$500

** 4815 N Westshore Blvd, Tampa, Florida

ARTICLE XI. BY-LAWS

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of by-laws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

ARTICLE XII. TAX STATUS OF CORPORATION

It is the intent of the undersigned subscriber that the Corporation shall be treated as a "S" corporation for federal tax purposes.

ARTICLE XIII. NON-REGISTRATION AS SECURITY

The shares of common stock to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

The corporation shall only issue shares to individuals that comply with the private placement rules, i.e. Federal Securities Act §4(2) and §517.061, Fla. Stat., and agree:

1. That no offer or sale of stock shall be made to a nonresident of the State of Florida;
2. That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12 months.
3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Florida or any other state;
4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the corporation;
5. That no person shall be paid a commission for the sale of stock or

otherwise receive compensation for the sale of stock; and

6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day right of rescission in accordance with §517.061(11)(a)(5).

ARTICLE XIV. 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.

ARTICLE XV. INFORMAL SHAREHOLDERS ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Sec. 607.0704, Fla. Stat. and the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 19th day of NOV, 1997.

_____(SEAL)

Robert J. Goldstein
Incorporator

_____(SEAL)

Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Anne M. Shea
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 19th day of Nov, 1997, by Robert G. Goldstein, who is personally known to me and who did not take an oath.

Woodward L. Hahn

NOTARY PUBLIC IN AND FOR STATE
OF FLORIDA
COMMISSION NO.: CC456201

COMMISSION EXPIRES: 4/27/99



WOODWARD L. HAHN
MY COM. NO. & EXPIRATION EXPIRES
ON 4/27/99
NOTARY PUBLIC, STATE OF FLORIDA