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LAW OFFICES  
**DANIEL J. ZEMEL, ESQ.**

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DANIEL J. ZEMEL

OF COUNSEL  
HERBERT ZEMEL  
FRANKLIN ZEMEL

December 4, 1997

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

300002364273--6  
-12/05/97--01064--018  
\*\*\*\*131.25 \*\*\*\*131.25

Re: Articles of Incorporation for **TALMUDIC PROPERTIES, INC.**  
Our File Number: 1026.031

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for the above referenced corporation and a check in the amount of \$131.25 for filing same and for providing a certified copy of the Articles of Incorporation and Certificate of Good Standing.

Please be sure to mail the certified copies of the Articles of Incorporation and Certificate of Good Standing to the undersigned at the above address.

Thank you for your anticipated cooperation and attention to this matter.

Very Truly Yours,

  
Daniel Zemmel

DJZ:me  
Encls.  
cc: Client (copies of enclosures)

Dmc  
12/8/97

**FILED**  
97 DEC -5 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**TALMUDIC PROPERTIES, INC., a Florida Corporation**

**FILED**  
97 DEC -5 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**CORPORATE NAME**

The name of this corporation shall be: **TALMUDIC PROPERTIES, INC., a Florida Corporation.**

**ARTICLE II.**

**NATURE OF CORPORATE BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE III.**

**CAPITAL STOCK**

This corporation is authorized to issue a maximum of **ONE THOUSAND** shares of stock. The shares of stock authorized shall be common stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV.**

**INITIAL REGISTERED AGENT**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be: **DANIEL J. ZEMEL, 2875 N.E. 191ST STREET, SUITE 304, AVENTURA, FLORIDA 33180.**

**ARTICLE V.**

**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted

by the Board of Directors. However, the corporation shall have no less than **THREE** Director(s) at any time.

**ARTICLE VI.**  
**INCORPORATORS**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows: **DANIEL J. ZEMEL, 2875 N.E. 191ST STREET, SUITE 304, AVENTURA, FLORIDA 33180.**

**ARTICLE VII.**  
**COMMENCEMENT DATE**

Corporate existence will commence upon filing.

**ARTICLE VIII**  
**CORPORATE ADDRESS**

The initial principal office and mailing address of this corporation is: **1910 ALTON ROAD, MIAMI BEACH, FLORIDA 33139.**


THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

  
\_\_\_\_\_  
**DANIEL J. ZEMEL**

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared **DANIEL J. ZEMEL**, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

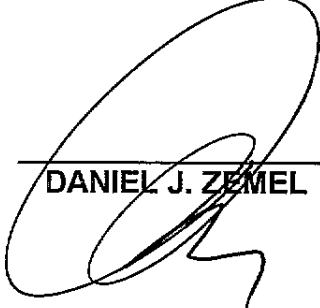
WITNESS my hand and official seal at said County and State, on this  
December 4, 1997.

  
Notary Public,  
State of Florida at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL NICOLE RICHARD NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC456342 MY COMMISSION EXP. APR. 30, 1999
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The undersigned hereby accepts the foregoing designation as Initial Registered  
Agent and agrees to comply with the provisions of law applicable to said designation.

DATED: December 4, 1997

  
DANIEL J. ZEMEL

FILED  
97 DEC -5 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA