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ACCOUNT NO. : 072100000032

REFERENCE : 651479 8960A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujato

ORDER DATE : December 29, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 651479-005

CUSTOMER NO: 8960A

500002386645--7

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg., ph-e
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: GOLDWATER REALTY V, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 3:47

RECEIVED
97 DEC 30 PM 4:20
DIVISION OF CORPORATION

12-30-97
WLS

ARTICLES OF INCORPORATION
OF
GOLDWATER REALTY V, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 3:17

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:

GOLDWATER REALTY V, INC.

The address of the principal office of this corporation shall be 1874 West Avenue, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, Miami Beach Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Zalman Fellig Dir.	1874 West Avenue, Miami Beach, Florida 33139.
Solomon Fellig Dir.	Same

ARTICLE VII. OFFICERS

The name 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:

Zalman Fellig
Pres.

1874 West Avenue,
Miami Beach, Florida 33139

Solomon Fellig
Sec/Treas.

Same

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 30, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACP

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GOLDWATER REALTY V, INC.

2. The name and address of the registered agent and office is:

EDWARD F. LEVINSON (Name)
407 Lincoln Road
Penthouse East
Miami Beach, Florida 33139 (P.O. Box NOT acceptable)
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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 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.

SIGNATURE *Edward Levinson*

DATE _____

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314