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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: 54TH STREET REALTY GROUP, INC.

AUDIT NUMBER.....H98000000875

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

54TH STREET REALTY GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME & MAILING ADDRESS

The name of this corporation is: 54TH STREET REALTY GROUP, INC. and the mailing address is 4900 Broadway, West Palm Beach, Florida 33407.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: any business activity permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a par value of One (\$1.00) Dollar.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V: REGISTERED AGENT & OFFICE

The street address of the registered agent of this corporation in the State of Florida is: 4900 Broadway, West Palm Beach, Florida 33407. The registered agent is Amnon Dayanoff.

JOHN D. KURTZ
3880 S. Military Trail
West Palm Beach, Fla. 33415
561-684-0550
Fla. Bar No. 181989

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ARTICLE VI: DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the Shareholders, but the corporation shall never have less than one director.

ARTICLE VII: INITIAL DIRECTORS

The names and addresses of the members of the first board of directors are:

NAME: Amnon Dayanoff ADDRESS: 4900 Broadway, West Palm Beach, Florida

ARTICLE VIII: INCORPORATORS

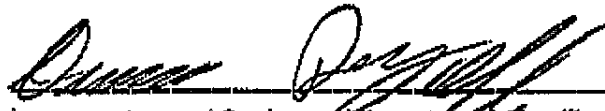
The names and addresses of the Incorporators of this Corporation and subscribers to these Articles of Incorporation are:

NAME: Amnon Dayanoff ADDRESS: 4900 Broadway, West Palm Beach, Florida

ARTICLE IX: AMENDMENTS

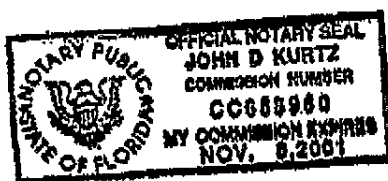
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereof.

In Witness Whereof, I have made and subscribed these Articles of Incorporation this 14 day of January, 1998.


Incorporator and Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for the said corporation.

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, that the foregoing instrument was acknowledged by Amnon Dayanoff who is personally known to me or who produced N/A as identification and who did (did not) take an oath.

Witness my hand and official seal in the County and State last aforesaid, this 14 day of January, 1998.




Notary Public

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