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P9800000 8541

January 10, 1998

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

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-01/26/98--01036--018
*****70.00 *****70.00

Re: Downtown Realty, Inc.

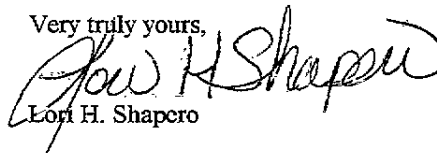
Gentlemen:

Enclosed herewith please find two original executed copies of the Articles of Incorporation for the above referenced corporation together with a check in the sum of seventy (\$70.00) dollars made payable to the Secretary of State. Please file same and return one certificate of time stamped from your office in the self addressed envelop provided for your convenience.

I have also enclosed an original executed Certificate Designating an Agent for Service of Process.

Thank you for your attention to this matter.

Very truly yours,


Lori H. Shapero

Encl.
LHS:mms

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-28-98

**ARTICLES OF INCORPORATION
FOR
DOWNTOWN REALTY, INC.**

WE, the undersigned hereby associated ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE ONE
CORPORATE NAME**

The name of this corporation shall be:

Downtown Realty, Inc

**ARTICLE TWO
NATURE OF BUSINESS AND POWERS**

The objects and purposes of this corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To primarily engage in the business of buying, selling and holding real property without limitations.
2. To engage in any and all business permitted under the laws of the State of Florida.
3. To make and enter into all contacts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the objectives or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and to promote its objectives within or out of the State of Florida, and other states, the District of Columbia, the territories and possessions of the United States and foreign countries without restrictions as to place or amount.
6. To do any and all things necessary, suitable and proper to the accomplishment of any of the purposes or for the attainment of any of the objectives or for the exercise of any of the powers herein set forth, whether specified or not, either along or in connection with other firms, individuals or corporations whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, things or things identical or pertinent to or connected with the business herein before described, or in any part or parts thereafter, if not inconsistent with the laws of the State of Florida.
7. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner.

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TALLAHASSEE, FLORIDA

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**ARTICLE THREE
TERMS OF EXISTANCE**

The corporation shall have perpetual existence.

**ARTICLE FOUR
CAPITAL STOCK**

The capital stock of the corporation shall consist of 5000 shares of common stock with par value of \$1.00.

**ARTICLE FIVE
ADDITIONAL CAPITAL**

The corporation shall commence business with adequate capitalization.

**ARTICLE SIX
REGISTERED AGENT & INITIAL REGISTERED OFFICE**

The Registered Agent and the street address for the Initial Registered office of this corporation in the State of Florida shall be:

Joseph G. Russoniello, 14025 Osprey Links Road, Apt. 372
Orlando, Florida 32837

The Board of Directors, from time to time, may move the Registered office to any other address in the State of Florida.

**ARTICLE SEVEN
CORPORATE PRINCIPLE OFFICE**

The principle office and mailing address of the corporation shall be:
14025 Osprey Links Road, Apt. 372
Orlando, Florida 32837

**ARTICLE EIGHT
BOARD OF DIRECTORS**

The business of the corporation shall be conducted by a Board of not less than two (2) directors. The name and address of the initial directors are as follows:

Joseph G. Russoniello, 14025 Osprey Links Road, Apt. 372, Orlando, FL 32837

Lori H. Shapero, 41 Amherst Road, Great Neck, New York 11021

The number of directors may be increased or decreased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE NINE
OFFICERS**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors, or until their successors are elected and have qualified, the following shall be the first officers of the corporation:

President/Secretary/Director: Lori H. Shapero
Vice-President/Treasurer/Director: Joseph G. Russoniello

**ARTICLE TEN
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Joseph G. Russoniello, 14025 Osprey Links Road, Apt. 372, Orlando, FL 32837

**ARTICLE ELEVEN
ANNUAL MEETING**

The annual meeting of the stockholders shall be held the first week of January of each year or at such time as may be fixed by the by-laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders and Directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of each of the officers and agents as the Board may deem advisable and proper and to take such action not inconsistent with the Articles of Incorporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a Registered Agent as required by the laws of the State of Florida.

**ARTICLE TWELVE
LIABILITY**

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

**ARTICLE THIRTEEN
PRE-EMPTIVE RIGHTS**

The Shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe or acquire shares as issued by this corporation.

**ARTICLE FOURTEEN
SPECIAL MEETING**

A special meeting of the incorporators and the Board of Directors shall be held on the call of the President, for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may come before the meeting.

**ARTICLE FIFTEEN
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided in the by-laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation are to be made.

IN WITNESS HEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the day of January, 1998.


Joseph G. Russoniello

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, personally appeared Joseph G. Russoniello, who is personally known by the undersigned notary and was sworn to and subscribed before me this 21st day of January, 1998.


Notary Public
My Commission Expires:



MICHAEL J O'DAY
My Commission CC419281
Expires Nov. 07, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS FOR THIS STATE NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.09 Florida Statutes, the following is submitted in compliance with said act.

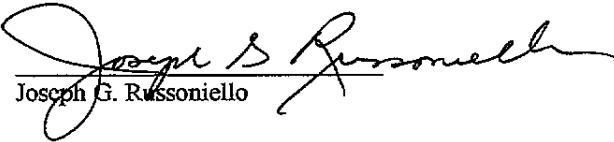
THAT, Downtown Realty, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named:

Joseph G. Russoniello, 14025 Osprey Links Road, Apt.372, Orlando, Florida 32837

as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at a place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Joseph G. Russoniello

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA