

P98000023783

ABRAMS ANTON P.A.

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1916-1992

PAUL B. ANTON
1927-1981

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MITCHELL D. ADLER
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DAVID WEISMAN X
OF COUNSEL
STANLEY D. GOTTSCHEN X

* BOARD CERTIFIED TAX LAWYER
* BOARD CERTIFIED ESTATE PLANNING
* AND PROBATE LAWYER
X MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
X MEMBER OF OHIO BAR
X BOARD CERTIFIED REAL ESTATE LAWYER

March 11, 1998

PLEASE REPLY TO:

Hollywood

FILE NO.:

ZZZX-0001

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002455535--6
-03/12/98--01082--005
****122.50 ****122.50

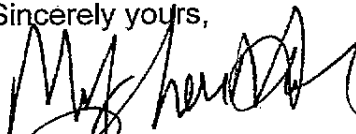
Re: DRC Realty Group, Inc.

Dear Sir/Madame:

You will find enclosed an original and a copy of the Articles of Incorporation of DRC Realty Group, Inc. You will also find enclosed our check in the amount of \$122.50 for filing these Articles. Please return a copy of the Articles of Incorporation once they have been accepted by your office, in the enclosed self-addressed, stamped envelope.

If there are any problems, please feel free to contact me. Thank you for your anticipated cooperation.

Sincerely yours,


MITCHELL D. ADLER

MDA\kc

Enclosures

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ESTABLISHED IN 1947

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 8:50
3-14-98
105

ARTICLES OF INCORPORATION

OF

DRC REALTY GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 8:50

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **DRC REALTY GROUP, INC.**

ARTICLE II - NATURE OF BUSINESS

The Corporation shall engage in any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	<u>CLASS</u>
500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be decreased or increased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial directors that shall hold office until successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
DALE MINKIN	1111 Lincoln Road
RICHARD MINKIN	Suite 800
CYRUS S. WEST	Miami Beach, FL 33139

ARTICLE VI - CORPORATE OFFICE

The initial corporate office of the corporation is as follows:

1111 Lincoln Road
Suite 800
Miami Beach, FL 33139

ARTICLE VII - REGISTERED OFFICE

The street address of the registered office of the corporation is 2021 Tyler Street, P.O. Box 229010, Hollywood, FL 33022, or in any other city in the State of Florida designated by the Board of Directors.

ARTICLE VIII - OFFICERS

The initial officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DALE MINKIN	1111 Lincoln Road Suite 800 Miami Beach, FL 33139	President
RICHARD MINKIN	1111 Lincoln Road Suite 800 Miami Beach, FL 33139	Vice President
CYRUS S. WEST	1111 Lincoln Road Suite 800 Miami Beach, FL 33139	Secretary/Treasurer

ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS

MITCHELL D. ADLER

Abrams Anton P.A.
2021 Tyler Street
P.O. Box 229010
Hollywood, FL 33022

ARTICLE X - INITIAL REGISTERED AGENT

The name and address of the registered agent is:

NAME

ADDRESS

MITCHELL D. ADLER, ESQ.

Abrams Anton P.A.
2021 Tyler Street
P.O. Box 229010
Hollywood, FL 33022

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon approval by the Secretary of State, State of Florida.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

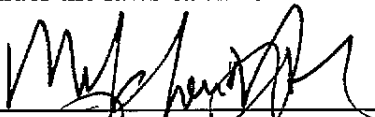
ARTICLE XIII - BY LAWS

The Corporation shall adopt a set of By-Laws to govern the Corporation. The By-Laws of the corporation may be adopted, altered, amended, or repealed either by the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more of the provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE XIV - AMENDMENT

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 shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11 day of March, 1998.


MITCHELL D. ADLER

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the County and State last aforesaid, this day personally appeared MITCHELL D. ADLER, known to me personally or who produced _____ as identification, and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

11 WITNESS my hand and official seal in the County and State last aforesaid this ____ day of March, 1998.


(SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT)

(NAME OF OFFICER TAKING ACKNOWLEDGMENT)

(TITLE OR RANK)

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

Designation as initial registered agent for the foregoing corporation is hereby acknowledged and accepted as of this 11 day of March, 1998.

By: 
MITCHELL D. ADLER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 8:51