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LAW OFFICES

GILLER & ATTORNEYS, P. A.

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MIAMI BEACH, FLORIDA 33140-3342

TELEPHONE (305) 673-9399 FAX (305) 673-9499

March 13, 1998

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-03/18/98-01041--004
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Melbourne Beach Properties, Inc.
Our File No. 2003-001

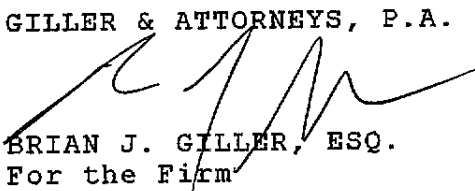
Dear Sir/Madam:

Enclosed herewith is our trust account check no. 7364 payable to the Secretary of State in the amount of \$70.00. In addition, we have enclosed the original and one copy of the Articles of Incorporation. Please file the original Articles of Incorporation and return the copy, conformed or stamped "Filed", to this office.

We have enclosed a stamped, self-addressed envelope for your use.

Thank you for your cooperation in this matter.

GILLER & ATTORNEYS, P.A.


BRIAN J. GILLER, ESQ.
For the Firm
/jm

01222010.B

FILED
98 MAR 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lazara/B Giller GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article X - add Suite 400*
DATE *3/17/98*
DOC. EXAM *BB*

B. BROCK MAR 17 1998

**ARTICLES OF INCORPORATION
OF
MELBOURNE BEACH PROPERTIES III, INC.**

FILED
98 MAR 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the Corporation shall be:

Melbourne Beach Properties III, Inc.

Its business shall be carried out at such points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Section 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of Common Stock at One (\$1.00) Dollar par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or

ARTICLES - MELBOURNE BEACH PROPERTIES III, INC.

services, at a just valuation to be fixed by the incorporator or by the Directors at a meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of Five Hundred (\$500.00) Dollars and the undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein, the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this Corporation shall be located at 975 41st Street, Suite 400, Miami Beach, FL 33140 in Dade County, Florida, and may have such of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors need not be stockholders.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are

ARTICLES - MELBOURNE BEACH PROPERTIES III, INC.

elected and have qualified are:

NORMAN M. GILLER
975 41st Street, Suite 400
Miami Beach, FL 33140

The above named Director will hold the following offices:

Norman M. Giller, President, Secretary and Treasurer

ARTICLE IX

The Incorporator agrees to subscribe to 500 shares, valued at \$500.00. The name and post office address of the subscriber of these Articles of Incorporation, is as follows:

Norman M. Giller
975 41st Street, Miami Beach, FL 33140

ARTICLE X

The name and address of the initial registered agent is:

Norman M. Giller, 975 - 41st Street, Suite 400, Miami Beach, Fla. 33140

ARTICLE XI


The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and the transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

ARTICLE XII

The commencement of Corporate existence shall be on upon filing these Articles with the Secretary of State

ARTICLES - MELBOURNE BEACH PROPERTIES III, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on
February 10, 1998.

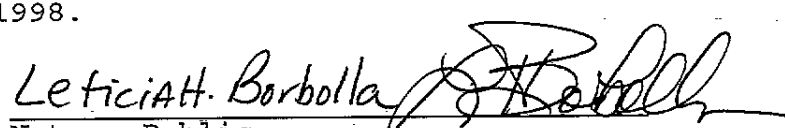
 (SEAL)
Norman M. Giller,
975 41st Street,
Miami Beach, FL 33140

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

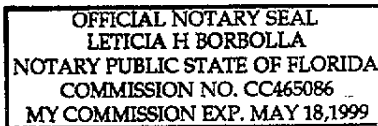
BEFORE ME, the undersigned authority, personally appeared
Norman M. Giller, to me well known to be the person described in
and who executed and subscribed the foregoing Articles of
Incorporation and he acknowledged, before me, that he executed
the same and subscribed to the same for the purposes therein
expressed.

WITNESS my hand and official seal at Miami Beach, Dade
County, on February 10, 1998.

My Commission Expires:


Notary Public

001222010.B File# 2003-001



MELBOURNE BEACH PROPERTIES III, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE.

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

First, that Melbourne Beach Properties III, Inc., a Florida corporation qualified to do business under the laws of this State, with its principal office at Dade County, Florida, has appointed Norman M. Giller, 975 - 41st Street, Suite 400, Miami Beach, Florida 33140, as its agent to accept service of process within this State.

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

BY: 

Resident Agent

001222010.B File# 2003-001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA