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T. ROBERT ZOCHOWSKI
COUNSELLOR AT LAW

MEMBER D.C., N.J., N.Y. & FL. BAR

VIA AIRBORNE EXPRESS

May 1, 1998

Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Attention: Diane Cushing

Re: L'Place Properties, Inc.
L'Place Properties, Ltd.

PLEASE REPLY TO

Jupiter

000002514860--2
-05/07/98--01019--003
****122.50 ****122.50

Dear Ms. Cushing:


In accordance with my telephone conversation with you of this day, I hereby enclose Certificate of Incorporation for L'Place Properties, Inc., and copy for certification, together with check in the amount of \$122.50, which I understand is the filing fee. As discussed, the Certificate of Incorporation has to be filed before the partnership is filed.

I also enclose Agreement and Certificate of Limited Partnership with copy for filing documentation, together with check in the amount of \$1,785.00, which I understand is the filing fee for the Limited Partnership. The Partnership Certificate has to be filed after the Certificate of Incorporation is filed.

The Certificate regarding capital contribution is set forth on page 20 as Exhibit A.

I would appreciate your sending the copies certified and marked filed at your earliest convenience. If there are any questions, kindly advise.

Very truly yours,


T. Robert Zochowski

TRZ:sm
enclosures

FILED
98 MAY -7 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5/8/98
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**ARTICLES OF INCORPORATION
OF
L'PLACE PROPERTIES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 689, the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

L'Place Properties, Inc.

The address of the principal office of this corporation shall be 386 Eagle Drive, Jupiter, Florida 33477, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the real estate investment, and/or development and improvement business or transact any and/or all lawful activities or business permitted and/or licensed 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 5,000 shares of common stock, having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 386 Eagle Drive, Jupiter, FL 33477 and the name of the initial registered agent of the corporation at that address is Arnold Levitan.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. 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. The corporation shall have (one) Director, initially. The name and address of the initial member of the Board of Directors is:

Arnold Levitan
386 Eagle Drive
Jupiter, FL 33477

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President and Secretary/Treasurer: Arnold Levitan
386 Eagle Drive
Jupiter, FL 33477

ARTICLE X. INCORPORATION

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

Arnold Levitan
386 Eagle Drive
Jupiter, FL 33477

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30 day of April, 1998.


ARNOLD LEVITAN

**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: L'Place Properties, Inc..
2. The name and address of the registered agent and office is:

Arnold Levitan
386 Eagle Drive
Jupiter, FL 33477

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.



Arnold Levitan, President-Registered Agent

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TALLAHASSEE, FLORIDA