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Leonard Sussman, P.A.  
Attorney at Law

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May 12, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

400002523894--6  
-05/14/98--01094--025  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: BISACAYNE AFFILIATES

Gentlemen:

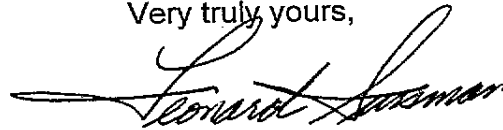
Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Enclosed also is a check in the amount of \$122.50 representing payment of the following:

FILING FEE	\$35.00	
CERTIFIED COPY	52.50	
REGISTERED AGENT		35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention in this matter.

Very truly yours,

  
Leonard Sussman

LS/ms  
enc.  
incorp.ltr

Leonard Sussman GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Suffa, Inc.  
DATE 5/18  
LOC. EXAM BB

98 MAY 14 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. BROCK MAY 18 1998

**CERTIFICATE OF INCORPORATION**  
OF  
**BISCAYNE AFFILIATES, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under 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 corporation.

**ARTICLES 1**

The name of this corporation shall be:

**BISCAYNE AFFILIATES, INC.**

**ARTICLES II**

To purchase, lease or otherwise acquired, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitably or proper for the accomplishment of any of the above purposes.

In addition thereto, any and all the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

**ARTICLE III**

The total number of shares of capital stock which may be issued by this corporation shall be FIVE HUNDRED (500) SHARES AT ONE (\$1.00) DOLLAR PAR VALUE.

**ARTICLE IV**

The amount of capital with which business shall begin is FIVE HUNDRED (\$500.00)  
DOLLARS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 14 PM 12:41

APPROVED  
AND  
FILED

**ARTICLE V**

The existence of the corporation shall be perpetual.

**ARTICLE VI**

The principal place of business of the corporation shall be 7195 N.W. 30th Street, Miami Florida 33122

**ARTICLE VII**

The number of Directors can be one and no more than seven (7), and the number to be elected for the first year and until changed by vote of the stockholders at any annual meeting shall be two Directors.

**ARTICLE VIII**

The names and addresses of the Directors and officers who shall serve until their successors are elected are:

**BARNEY LANDERS** 7195 N.W. 30th Street, Miami, Florida 33122

**DR. HOWARD MAY** 6262 Sunset Drive, Miami, Florida 33143

**ARTICLE VIII (a)**

The street address of the initial registered office of this corporation is 4699 S.W. 72nd Avenue, Miami, Florida 33155 and the name of the initial registered agent of this corporation at that address is LEONARD SUSSMAN

**ARTICLE IX**

The names and addresses of subscribers, with the number of shares which each agrees to take, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
LEONARD SUSSMAN	4699 S.W. 72nd Avenue, Miami, Florida 33155	10

**ARTICLE X**

The directors shall have the power to issue stock in payment for property, or labor, or services after and provided the value of such property, labor or services shall have been determined by

resolution of the stockholders.

The Directors shall have power to authorize and cause to be executed mortgage and franchises of this corporation and to borrow money thereon without limit as to amount, provided such action shall have first been authorized by the holders of a majority of the stock entitled to vote.

No Director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or otherwise, nor shall any such contract, nor any contract or arrangement entered into by or on behalf of the company in which any Director shall be in any way interested, be voided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realized in any such contract or arrangement by reason of such Director holding that office or by the fiduciary relationship thereby established; but the nature of the Director's interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if his interest is then existing, or in any other case, at the first meeting of Directors after the acquisition of his interest.

Stockholders shall have the power to elect at any annual or special meeting of a new Board of Directors, and the newly elected Directors shall replace the former Directors when directed by resolution of the stockholders.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, or book, or document of this corporation, except as conferred by law or by the By-Laws, or by resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Florida, and at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the Laws of the State of Florida.

This corporation reserves the right to amend, alter, change, or repeal, any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have this 12 day of May 1998 made and

subscribed this Certificate of Incorporation for the purpose of forming a corporation pursuant to an Act of Legislature of the State of Florida.

*Leonard Sussman*

SEAL

SEAL

STATE OF FLORIDA )  
                          ) ss.:  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, appeared LEONARD SUSSMAN to me well known to be the persons described in and who executed the foregoing instrument, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Miami, County of Dade, and State of Florida, this  
12 day of May 1998

*David Iverson*

Notary Public- State of Florida at Large

My Commission Expires:

CERTIF.INC



DAVID IVERSON  
My Comm Exp. 5/22/98  
Bonded By Service Ins  
No. CC374814

Personally Known     C.O.D.

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

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

First-- That BISCAYNE AFFILIATES A Florida Corporation desiring to  
organize under the laws of the State of Florida with its principal office, as  
indicated in the articles of incorporation in the City of Miami, County of  
Dade, State of Florida has named LEONARD SUSSMAN P.A., located AT 4699 S.W.  
72nd Avenue,, City of MIAMI, County of Dade, State of Florida, as its agent  
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state  
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 

REGISTERED AGENT

resident.agt

98 MAY 14 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED