0000533

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 845752 79966A

AUTHORIZATION :

ORDER DATE: June 5, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 845752-005

CUSTOMER NO: 79966A

800002559328--8

CUSTOMER: Mr. Harry M. Samuels

MR. HARRY SAMUELS

P. O. Box 601815

N. Miami Beach, FL 33160-1815

DOMESTIC FILING

NAME: SB2 REAL ESTATE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

SB2 REAL ESTATE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SB2 REAL ESTATE, INC.

The address of the principal office of this corporation shall be 3143 Arbor Lane, Hollywood, Florida 33021, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted 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 1,000 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 3143 Arbor Lane, Hollywood, Florida 33021, and the name of the initial registered agent of the corporation at that address is Harry M. Samuels.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Harry M. Samuels

3143 Arbor Lane, Hollywood, Florida 33021

ARTICLE VII. INCORPORATOR

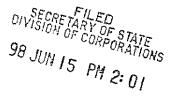
The name and street address of the incorporator to these Articles of Incorporation:

> Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 15, 1998.

Deliorah M. Skipper
It's Incorporator, Deborah D. Skipper

CKS ----



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Harry M. Samuels, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SB2 REAL ESTATE, INC.

Harry M. Samuels is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Ha

Warry M. Samuels

1 du. 6, 1998 2:21PM CSC