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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 19 PM 2:20

June 15, 1998

Department of State  
Division of Corporations

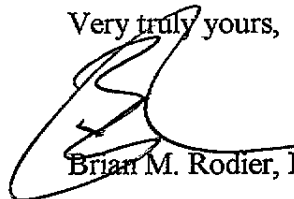
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\*\*\*\*122.50 \*\*\*\*122.50

RE: 123 Florida Corporation

Enclosed are Articles of Incorporation and Registered Agent documents for filing. Please send the certificate and copies back to the undersigned at the address above.

Thank you.

Very truly yours,



Brian M. Rodier, Esq.

BMR/jlh

WN 98-13712

D. BROWN JUN 19 1998

## ARTICLES OF INCORPORATION

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*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be: 123 Florida Corporation

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3530 Mystic Pointe Drive  
Tower 500, Unit 2208  
Aventura, Florida 33180

### ARTICLE III SHARES

The number of shares this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares.

### ARTICLE IV PREEMPTIVE RIGHTS

If the corporation issues additional shares, current shareholders shall have first opportunity to purchase the additional shares issued that are required in order to maintain the same percentage of ownership the shareholder previously possessed. Shareholders shall have 10 days from the date of issue to decide whether they wish to acquire the additional stock before the stock may be sold to other parties.

## **ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Brian M. Rodier, Esq.  
622 East Hallandale Beach Blvd.  
Hallandale, FL 33009

## **ARTICLE VI QUORUM AND VOTING**

In order for the board of directors to vote on corporate action, the full presence of the entire board of directors is required and the vote of the board must be unanimous.

## **ARTICLE VII BOARD OF DIRECTORS**

Luigi Martellacci  
3530 Mystic Pointe Drive  
Tower 500, Unit 2208  
Aventura, Florida 33180

## **ARTICLE VIII OFFICERS**

The initial officers of the corporation shall be:

Luigi Martellacci  
3530 Mystic Pointe Drive  
Tower 500, Unit 2208  
Aventura, Florida 33180

## ARTICLE IX INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Luigi Martellacci  
3530 Mystic Pointe Drive  
Tower 500, Unit 2208  
Aventura, Florida 33180

The undersigned incorporators have executed these Articles of Incorporation this 12 day of June, 1998.

  
\_\_\_\_\_  
Luigi Martellacci

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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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: 123 Florida Corporation
2. The name and address of the registered agent and office is:

Brian M. Rodier, Esq.  
622 East Hallandale Beach Blvd.  
Hallandale, FL 33009

*Having been named as the 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 am familiar with and accept the obligations of my position as registered agent.*

Signature

Date

6-12-98