6/26/98

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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: A & J WESTON COMMERCIAL GP, INC.

AUDIT NUMBER..... 198000011927

DOG TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...O

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JEROME H STERN

PAGE 08

H98-11927

ARTICLES OF INCORPORATION

FILED 98 JUN 26 PM 12: 52 SECRETARY OF STATE TALLAHASSEE, FLORIDA

A & J WESTON COMMERCIAL GP. INC.

OF

ARTICLE I

NAME

The name of the corporation shall be: ..

A & J WESTON COMMERCIAL GP. Inc.

The mailing address is:

c/o Jarome H. Stern

194 South Island

Golden Beach, Florida 33150

ARTICLE II

DURATION

The corporation shall commence its existence on the date of filing these Articles of Incorporation, and shall exist perpetually unless sconer dissolved according to law.

ARTICLE III

<u>PURPOSE</u>

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

> Prepared by: ace! Industries, Inc. 54 Northwest 11th St. Miami, FL 33136 (305) 558-2571

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ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 194 South Island, Golden Beach, Florida 33160 and the Initial registered agent of this corporation at that address is JEROME H. STERN.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this corporation are JEROME H. STERN, 194 South Island, Golden Beach, Florida 33160 and ARTHUR E. LIPSON, 20000 NE 20TH Court, North Miami Beach, Florida 33179.

H98-11927

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is JEROME H. STERN, 194 South Island, Golden Beach, Florida 33160.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of JUNE 1998.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 25th day of JUNE . 1998 .

H98-11927

STATE OF FLORIDA

: 88.

COUNTY OF DADE

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared JEROME H. STERN, known to me and known to be the person who, as incorporator and Registered Agent, executed the foregoing Articles of Incorporation of A & J WESTON COMMERCIAL GP, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesald, this <u>25th</u> day of <u>JUNE</u>, 1998.

NOTARY PUBLIC State of Florida at Large

My Commission Expires:

98 JUN 26 PH 12: 5:
SECRETARY OF STATE