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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: EMH REALTY, INC.

AUDIT NUMBER.....H98000012884

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
EMH REALTY, INC.**

ARTICLE I - NAME

The name of this corporation is EMH REALTY, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

EMH REALTY, INC.
3200 Collins Avenue, #9-5
Miami Beach, Florida 33140
Attn: Esther M. Hernandez

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation are:

3200 Collins Avenue, #9-5
Miami Beach, Florida 33140

and the name and address of the initial registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Esther M. Hernandez	3200 Collins Ave., #9-5 Miami Beach, Florida 33140

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This instrument prepared by:
Brian L. Bilzin, Esq.
Florida Bar No. 244252
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
200 So. Biscayne Blvd., 25th Floor
Miami, Florida 33131
Telephone: 305-374-7580

ARTICLE VI - COMMENCEMENT

This corporation shall commence as of 12:01 A.M., July 13, 1998.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be increased or decreased from time to time as provided for in the By-Laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Esther M. Hernandez	3200 Collins Ave., #9-5 Miami Beach, Fl. 33140

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Esther M. Hernandez	3200 Collins Ave., #9-5 Miami Beach, Florida 33140

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-Laws of this corporation shall be vested in each of the Board of Directors and the shareholders of the corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

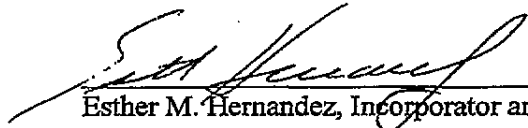
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the

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shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 13th day of July, 1998.



Esther M. Hernandez, Incorporator and
Registered Agent

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