

SANFORD N. REINHARD, P.A.

ATTORNEY AT LAW

2875 N. E. 191ST STREET

SUITE 404

AVENTURA, FLORIDA 33180

FILED
98 AUG 24 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(305) 932-7856
TELESCOPIER
(305) 932-5671

August 20, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Kessler F.P. - Silver Bluff

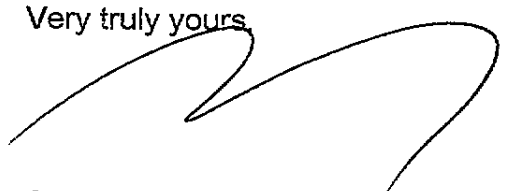
Gentlemen:

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-08/24/98--01127--017
***122.50 ***122.50

We are enclosing for filing the following:

1. Original and one copy of Articles of Incorporation for Kessler F.P. - Silver Bluff, Inc.
2. Check payable to the Department of State in the amount of \$122.50 representing the filing fee including the cost for certified copies.
3. Original and one copy of the Certificate of Limited Partnership for Kessler F.P. - Silver Bluff, Ltd.
4. Original and one copy of Affidavit of Capital Contribution.
5. Check payable in the amount of \$1,487.50 representing the filing fee and cost for a certified copy.

Very truly yours,



Sanford N. Reinhard
SNR/hr

ARTICLES OF INCORPORATION

of

KESSLER F.P. - SILVER BLUFF, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is Saryan - Silver Bluff, Inc. whose principal office and mailing address is: 7705 N.W. 48th Street, Suite 100, Miami, Florida, 33166.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE IV

PREEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Harold Kessler

REGISTERED OFFICE: 7705 N.W. 48th Street
Suite 100
Miami, Florida 33166

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Harold Kessler

REGISTERED AGENT

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

ARTICLE VII

The name and addresses of the members of the initial Board of Directors are:

Harold Kessler
7705 N.W. 48th Street
Suite 100
Miami, Florida 33166

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: Harold Kessler

ADDRESS: 7705 N.W. 48th Street
Suite 100
Miami, Florida 33166



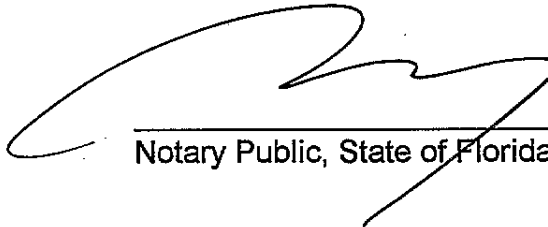
By: Harold Kessler

INCORPORATOR

STATE OF FLORIDA :
SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Harold Kessler to me well known or provided HAROLD KESSLER as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

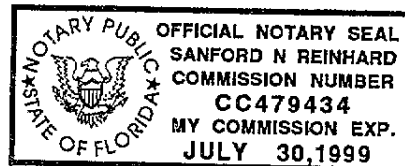
WITNESS my hand and official seal at Dade County, Florida, this 20 day of Aug, 1998.



Notary Public, State of Florida at Large

My Commission Expires:

This Instrument Prepared By:
Sanford N. Reinhard, Esq.
2875 N.E. 191st Street, Suite 404
North Miami Beach, Florida 33180
(305) 932-7555 / Fla Bar No. 112669



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