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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: TWELVE TOWERS, INC.

AUDIT NUMBER.....H98000016390

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWELVE TOWERS, INC.

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby forms a corporation
under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

TWELVE TOWERS, INC.

The principal place of business of this corporation shall be:

2997 Day Avenue
Miami, Florida 33133.

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

DURATION

This corporation shall exist in perpetuity.

THIS INSTRUMENT PREPARED BY:
RICHARD M. SEFLER, ESQUIRE
2997 Day Avenue
Miami, Florida 33133
Telephone: (305) 444-6101
Florida Bar No. 072391

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ARTICLE IV
STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, having no par value per share which shall be designated as common shares, requiring a paid in capital of \$500.00.

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Article shall be construed to allow for cumulative voting of said shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 2997 Day Avenue, Miami, Florida 33133 and the name of the initial Registered Agent of the corporation at that address is Richard M. Sepler.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial member of the Board of Directors is:

Richard M. Sepler
President, Secretary
2997 Day Avenue
Miami, Florida 33133.

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ARTICLE VIII
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X
OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation or until his successors are elected or appointed is:

Richard M. Sepler
President, Secretary
2997 Day Avenue
Miami, Florida 33133.

ARTICLE XI
SUBSCRIBER

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

Richard M. Sepler
2997 Day Avenue
Miami, Florida 33133.

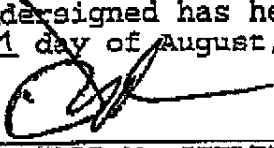
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ARTICLE XII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

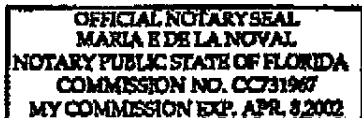
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31st day of August, 1998.

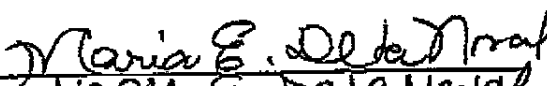


RICHARD M. SEPLER

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 31st day of August, 1998, by RICHARD M. SEPLER, who is personally known to me or has produced _____ as identification and who did take an oath.




By: MARIA E. De la Noval
NOTARY PUBLIC, State of Florida

My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Chapter 48, Section 48.091, Florida Statutes, the following is submitted:


First That TWELVE TOWERS, INC., a Florida corporation, with its principal place of business as indicated in the Articles of Incorporation, desiring to organize or qualify under the laws of the State of Florida, has named RICHARD M. SEPLER, as its agent to accept Service of Process within the state at 2997 Day Avenue, Miami, Florida 33133.

Dated: August 31th, 1998


 RICHARD M. SEPLER, Subscriber

Having been named to accept Service of Process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: August 31th, 1998


 RICHARD M. SEPLER
 Registered Agent for
 TWELVE TOWERS, INC.,
 a Florida corporation

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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