

CORDON LAW OFFICES

335 Northwest 54th Street
Miami, Florida 33127

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- Admitted Before The Federal and Florida Bars -

Ron Cordon, Esquire

Marlie Cordon, Esquire

P98000079592

September 2, 1998

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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RE: THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION
ARTICLES OF INCORPORATION

Dear Mrs. Mortham:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced entity and a check in the amount of one hundred twenty-two dollars and fifty cents (\$ 122.50) for the filing fee.

If you have any questions, please feel free to contact my office.

Sincerely,


Ron Cordon, Esq.

RC/mcm

encl.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION**

(cont'd.)

ARTICLE I - NAME

The name of this Corporation shall be THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to develop the southeast corridor of N.E. 2nd Avenue area and to engage in any business activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding, at any time, is one thousand (1,000) shares of common (voting) stock, having a par value of fifty cents (\$1.00 US) per share.

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is Five Hundred (\$500.00) Dollars in cash or property equivalent value.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION
(cont'd.)**

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 335 N.W. 54th Street, Miami, Florida 33127, Telephone: (305) 759-2446, and the initial registered agent shall be RON CORDON, ESQ., who upon having accepted this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office address of this Corporation shall be 8032 N.E. 2nd Avenue, Miami, Florida 33161.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by the vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than five (5). Election and/or Appointment of Directors shall be as provided in the bylaws. The names and addresses of the Directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
LOUIS BANATTY President, Secretary & Treasurer	17501 N.W. 46th Ave. Miami, Florida 33155
JOSEPH J. MARCELIN Vice President	12580 N.E. 9th Avenue Miramar, Florida 33161

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
LOUIS BANATTY	17501 N.W. 46th Ave. Miami, Florida 33155

(cont'd.)

**ARTICLES OF INCORPORATION
OF
THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION
(cont'd.)**

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - INDEMNIFICATION

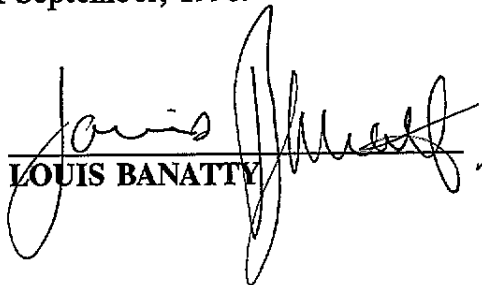
This Corporation shall indemnify, hold harmless and stand in the place of any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

(cont'd.)

**ARTICLES OF INCORPORATION
OF
THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION**

(cont'd.)

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals at Miami, Dade County, Florida, this ___ day of September, 1998.

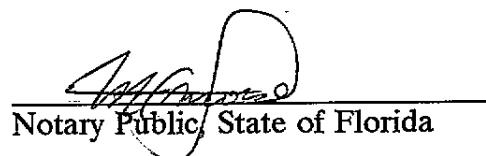


LOUIS BANATTY

STATE OF FLORIDA]
COUNTY OF DADE]

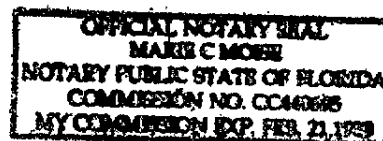
BEFORE ME, the undersigned authority, personally appeared LOUIS BANATTY, who is personally known to me, or has produced the following identification: Fl. Driver Lic., and is known to be the individual described in, and who executed the foregoing Certificate of Incorporation. He acknowledged before me that he executed the same for the purposes expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 10th day of September, 1998.



Notary Public, State of Florida

My Commission Expires:



(cont'd.)

**ARTICLES OF INCORPORATION
OF
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(cont'd.)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE N.E. 2ND AVENUE DEVELOPMENT CORPORATION, the establishment designated in the Articles of Incorporation, RON CORDON, ESQ., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such an office.

Dated this 4th day of September, 1998.

REGISTERED AGENT

By: Markie Cordon, Esq. for
Ron Cordon, Esquire

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TALLAHASSEE, FLORIDA