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LAW OFFICES OF  
**BRUCE J. GOLDMAN**

City National Bank Building  
Suite 404  
2701 Le Jeune Road  
Coral Gables, Florida 33134  
Tel. (305) 446-6460  
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\*\*\*\*122.50 \*\*\*\*\*78.75

January 13, 1999

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Jaffe of West Palm, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Jaffe of West Palm, Inc. Enclosed, as well, is our \$122.50 check for the following:

Registered Agent Designation	\$35.00
Filing Fees	\$35.00
Certified Copy	<u>\$52.50</u>
	\$122.50

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you for your cooperation.

Sincerely yours,



Bruce J. Goldman

BJG/pg  
Enclosures  
cc: Mr. Gary Kaminsky (with encls.)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
JAFFE OF WEST PALM, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I  
NAME

The name of the Corporation is Jaffe of West Palm,

ARTICLE II  
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III  
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the management, purchase, sale, and leasing of real property; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

City National Bank Building  
2701 Le Jeune Road, Suite 404  
Coral Gables, Florida 33134

The name of the registered agent at such address is:

Bruce J. Goldman

**ARTICLE VII  
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

12251 West Taft Street, Suite 304  
Pembroke Pines, Florida 33024

**ARTICLE VIII  
DIRECTORS**

The initial board of directors of the Corporation shall consist of five (5) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the five members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
NORMAN S. JAFFE	18999 Biscayne Blvd. Aventura, FL 33180
MARK S. JAFFE	18999 Biscayne Blvd. Aventura, FL 33180
GARY F. JAFFE	18999 Biscayne Blvd. Aventura, FL 33180
EVAN JAFFE	1955 N.E. 117th Road North Miami, FL 33181
EMERY D. JAFFE	18999 Biscayne Blvd. Aventura, FL 33180

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce J. Goldman	City National Bank Building 2701 Le Jeune Road, Suite 404 Coral Gables, Florida 33134

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.


**ARTICLE XI  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN  
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII  
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of January 1999.

  
\_\_\_\_\_  
BRUCE J. GOLDMAN

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

FILED  
99 JAN 14 AM 9:57  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

JAFFE OF WEST PALM, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF

PEMBROKE PINES, STATE OF FLORIDA,  
(CITY) (STATE)

HAS NAMED BRUCE J. GOLDMAN, LOCATED AT  
(NAME OF REGISTERED AGENT)

CITY NATIONAL BANK BUILDING, 2701 LE JEUNE ROAD, STE. 404,  
(STREET ADDRESS AND NAME OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS.

SIGNATURE

  
BRUCE J. GOLDMAN

TITLE

INCORPORATOR  
(CORPORATE OFFICER)

DATE

JANUARY 13, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
BRUCE J. GOLDMAN, REGISTERED AGENT

DATE

JANUARY 13, 1999