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FLORIDA PROFIT CORPORATION OR P.A.**TMZ WAREHOUSE 1, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

F. CHESSER

FEB 5 1999

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ARTICLES OF INCORPORATION

OF

TMZ Warehouse 1, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is TMZ Warehouse 1, Inc.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting real estate purchases and sales.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is Six Hundred (600) shares of common stock at a par value of One dollar (\$1.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

Prepared By:
Susana R. Grueninger, Esquire
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265 Sevilla Avenue
Coral Gables, FL 33134
(305) 447-6609

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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida 3901 B N.W. 77th Avenue Miami, Florida 33166 and the initial registered agent of this corporation at such address is Westvest Associates, Inc.

Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.



Registered Agent

ARTICLE VI. INCORPORATION

The name and address of the person signing these articles is Anthony T. De Rosa 3901 B N.W. 77th Avenue Miami, Florida 33166.

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 3901 B N.W. 77th Avenue Miami, Florida 33166.

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have Three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial directors of this corporation is/are Anthony T. De Rosa, President; Manuel A. Vega, III, Vice President and Zachary Zurich, Treasurer.


ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon by Shareholders herein granted herein subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 29th day of January, 1999.

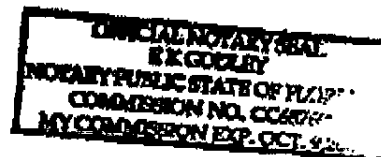

Anthony T. De Rosa

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I hereby certify that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Anthony T. De Rosa to me well known to be the person (s) described herein or who has produced Driver License as identification and who executed the foregoing instrument and acknowledged before me that they executed the same freely and voluntarily.

Witness my hand and official seal in the County and State last aforesaid this 29th day of January, 1999


Notary Public State of Florida
My Commission Expires: Oct. 9, 2001



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