

99000020982



ACCOUNT NO. : 072100000032  
REFERENCE : 157882 8960A  
AUTHORIZATION : Patricia Pizitz  
COST LIMIT : \$ 78.75

ORDER DATE : March 4, 1999  
ORDER TIME : 11:28 AM  
ORDER NO. : 157882-005  
CUSTOMER NO: 8960A

200002796082--0

CUSTOMER: Debbie Miller, Legal Assistant  
EDWARD E. LEVINSON, P.A.  
EDWARD E. LEVINSON, P.A.  
Financial Federal Bldg., ph-e  
407 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: GOLDWATER REALTY VII, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -5 PM 3:32

RECEIVED  
99 MAR -5 PM 12:58  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAR -5 PM 3:32

ARTICLES OF INCORPORATION  
OF  
GOLDWATER REALTY VII, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOLDWATER REALTY VII, INC.

The address of the principal office of this corporation shall be 1819 West Avenue, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, Miami Beach, Florida 333139 and the name of the initial registered agent of the corporation at that address is Edward F. Levinson, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Zalman Fellig Dir.	1819 West Avenue Miami Beach, Florida 33139
Solomon Fellig Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Zalman Fellig                                      1819 West Avenue  
Pres./Treas.                                      Miami Beach, Florida 33139

Solomon Fellig                                      Same  
Vice Pres./Sec.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 5, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

LRD/jgy

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

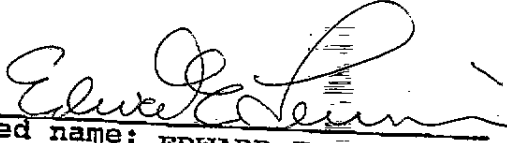
99 MAR -5 PM 3:32

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

EDWARD E. LEVINSON an individual residing in  
this state having a business office identical with the  
registered office of the corporation named below, and  
having been designated as the Registered Agent in the above  
and foregoing Articles of Incorporation of

GOLDWATER REALTY VII, INC.

is familiar with and accepts the obligations of the  
position of Registered Agent under Section 607.0505,  
Florida Statutes.

By:   
Typed name: EDWARD E. LEVINSON