

Charter Number Only

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VALUATION ONLY

Requestor's Name Jose Portnoy, L.P.A.

Address 7600 W 20th Ave

City Hialeah, FL 33016 #221

State ZIP Phone # 7757

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CORPORATION(S) NAME

NAPO PROPERTIES (G.P.), INC.



Empire Toll Free: 1-800-432-3028

FILED 99 MAR -9 AM 10:27 SECRETARY OF STATE TALLAHASSEE FLORIDA

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RECEIVED 99 MAR -9 AM 9:25 DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
NAPO PROPERTIES (G.P.), INC.**

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TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I: CORPORATE NAME

The name of this corporation is:

NAPO PROPERTIES (G.P.), INC.

ARTICLE II: CORPORATE ADDRESS

The street address of the initial principal office and the mailing address of this corporation is:

2100 West 76 Th. Street
Suite # 403
Hialeah, Florida 33016-5504

with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such shall be as follows:

Number of Shares Authorized	Par value per share	Class of Stock
500	\$1.00	Common

All of the said stock shall be payable in cash.

Upon the sale for cash of any new stock of the same kind, class or series as that which they already hold, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V: TERM OF EXISTENCE

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this corporation shall be at 2100 West 76th Street Suite 403, Hialeah, Florida 33016-5504. The initial registered agent at that address shall be: JOSE PORTNOY who will acknowledge his appointment at the end of these articles of incorporation.

ARTICLE VII: BOARD OF DIRECTORS

This corporation shall have at least two directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VIII: INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address are:

**JOSE PORTNOY
10179 SW 127 ST
Miami, Fl 33176**

**DANIEL H. NAVARRO
801 Diplomat Parkway
Hallandale, Fl 33009**

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX: INCORPORATORS

The names and street address of the persons signing these Articles of Incorporation as the Incorporators are:

**JOSE PORTNOY
10179 SW 127 ST
Miami, Fl 33176**

**DANIEL H. NAVARRO
801 Diplomat Parkway
Hallandale, Fl 33009**

ARTICLE X: TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contractor transaction with like force an effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI: PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XII: INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS HEREOF, WE, the undersigned, being the incorporators execute these Articles of Incorporation for the purpose of forming a Corporation pursuant to the laws of the State of Florida



JOSE PORTNOY, incorporator

Dated: 3/8/99



DANIEL H. NAVARRO, incorporator

Dated: 3/8/99

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment of Registered Agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of Registered Agent.



JOSE PORTNOY, Registered Agent

Hialeah, March 9th, 1999

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TALLAHASSEE FLORIDA

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