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2875 NE 191ST STREET
AVENTURA, FLORIDA 33180
TELEPHONE: (305) 705-0941
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PLEASE COME TO AVENTURA OFFICE

KENNETH R. DREYFUSS

OF COUNSEL
ROBERT E. DAD

P99000084094
September 1, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002391199--8
-09/20/99--01092--010
*****78.75 *****78.75

Re: **Regency Gallery, Inc.**

Dear Sir/Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above referenced Corporation, together with this firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars representing the necessary filing fee.

Please file the enclosed Articles of Incorporation and return a copy of same to this office. I have enclosed a stamped envelope for your convenience.

Thank you for your time and attention to this matter. Should you have any questions, please do not hesitate to contact us at (305) 705-0941.

Very truly yours,

Cindi Cooper

Cindi Cooper
Secretary to Michael B. Denberg, Esq.

CCC/ms
Enclosures

C:\MyFiles\MBD\FORM\Recording & Filing Letters\Secretary of State\Art of Inc letter.mps
9/16/99 03:01 PM

9/20

FILED
99 SEP 20 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REGENCY GALLERY, INC.

FILED
99 SEP 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE:

The name of this corporation is: **REGENCY GALLERY, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

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

709 East Las Olas Boulevard
Fort Lauderdale, FL 33301

and the name and address of the Registered Agent of this corporation is:

Michael B. Denberg
Fieldstone Lester Shear & Denberg
2875 NE 191 Street, Suite 802
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have three (3) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Michael Saka
Albert Levy
Samuel Dweck

ARTICLE SEVEN:

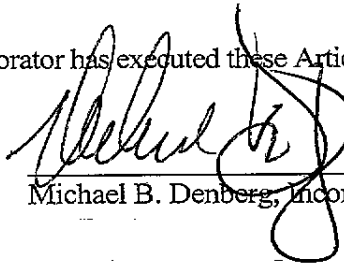
The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

Michael B. Denberg
Fieldstone Lester Shear & Denberg
2875 NE 191 Street, Suite 802
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of September, 1999.



Michael B. Denberg, Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF MIAMI-DADE)

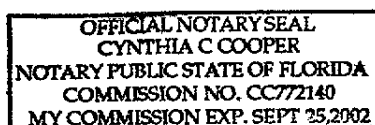
BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared MICHAEL B. DENBERG, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 17 day of September, 1999.



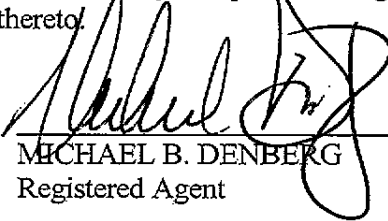
Notary Public - State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, MICHAEL B. DENBERG, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


MICHAEL B. DENBERG
Registered Agent

FILED
99 SEP 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA