

LAW OFFICES OF
PETER A. GONZALEZ, P. A.

THE COLONNADE, SUITE 710
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FL 33134

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September 30, 1999

OF COUNSEL TO:
ST. LOUIS & MARTINEZ, P.A.

VIA FEDERAL EXPRESS
OVERNIGHT DELIVERY

P99000087710

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

600003002846--2
-10/01/99--01064--009
*****78.75 *****78.75

Re: **ELBAZ TENNESSEE PROPERTY, INC.**

EFFECTIVE DATE

9/30/99

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 1192, in the amount of \$78.75, made payable to the Florida Department of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Pedro A. Gonzalez

PAG/ys
Enclosures

FILED
99 OCT -1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/5/99

EFFECTIVE DATE

9/20/99

ARTICLES OF INCORPORATION

OF

ELBAZ TENNESSEE PROPERTY, INC.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Elbaz Tennessee Property, Inc. Its principal office and mailing address is 1754 Bay Road, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The effective date of this Corporation shall be September 30, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the purchase, sale and development of real property, and any marketing or promotion related thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

FILED
99 OCT - 1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Albert Elbaz	1754 Bay Road Miami Beach, Florida 33139
Joseph Elbaz	1754 Bay Road Miami Beach, Florida 33139

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Pedro A. Gonzalez

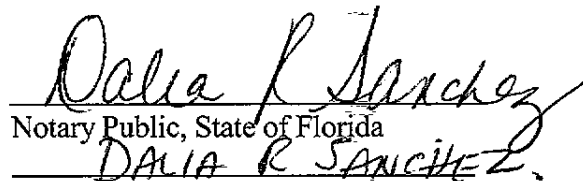
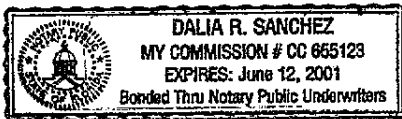
The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134



Pedro A. Gonzalez
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The foregoing Articles of Incorporation of Elbaz Tennessee Property, Inc., were acknowledged before me this 30th day of September, 1999, by Pedro A. Gonzalez, as Incorporator.


Notary Public, State of Florida

Name: _____

Commission Number: _____

My Commission Expires : _____

(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Elbaz Tennessee Property, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: September 30, 1999.


Pedro A. Gonzalez

FILED
99 OCT -1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA