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LAW OFFICE OF  
RUDOLPH M. DI LASCIO, JR., P.A.

5798 JOHNSON STREET  
HOLLYWOOD, FLORIDA 33021

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November 22, 1999

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

200003054292--0  
-11/24/99--01067--003  
\*\*\*\*122.50 \*\*\*\*78.75

Re: New corporate filing  
Articles of Incorporation  
Corporation: Eli's Apartments, Inc.

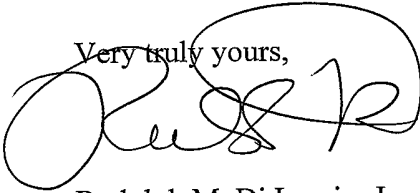
Ladies:

I have enclosed a check in the amount of \$122.50 made payable to the Secretary of State representing the the filing fee and charge for one certified copy of the Articles of Incorporation for above referenced corporation

Please process accordingly and forward certified copy to this office after filing.

Thank you for your cooperation in this matter.

Very truly yours,



Rudolph M. Di Lascio, Jr.

RMD/jb  
Enclosures

FILED  
99 NOV 24 AM 9:01  
STATE  
TALLAHASSEE, FLORIDA

12-1-99

ARTICLES OF INCORPORATION  
OF  
ELI'S APARTMENTS, INC.

FILED  
99 NOV 24 AM 9:01  
STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be ELI'S APARTMENTS, INC., and the principal place of business of this corporation shall be 8430 Byron Avenue, Miami, Florida 33141.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact 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 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 4044 N. Meridian, Number 1A, Miami Beach, Florida 33140, and the name of the initial Registered Agent of the Corporation at that address is: RAFAEL IZQUIERDO.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

## ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

## ARTICLE VII. DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

PETER ELI

8430 Byron Avenue  
Miami, Florida 33141

## ARTICLE VIII. OFFICERS

The names 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:

PETER ELI  
President/  
Secretary/Treasurer

8430 Byron Avenue  
Miami, Florida 33141

## ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

## ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)

(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

#### ARTICLE XI. SUBSCRIBER

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

PETER ELI  
8430 Byron Avenue  
Miami, Florida 33141


IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 19 day of November, 1999.

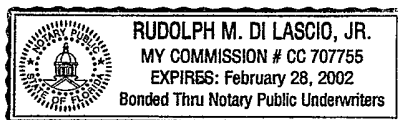
  
\_\_\_\_\_  
PETER ELI L.S.

STATE OF FLORIDA  
SS:  
COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared PETER ELI known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced MY DRIVERS LIC as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 18 day of November, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC STATE OF FLORIDA  
Print Name  
My Commission Expires:

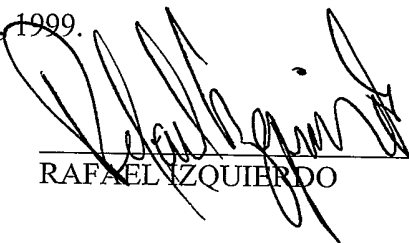


RUDOLPH M. DI LASCIO, JR.  
MY COMMISSION # CC 707755  
EXPIRES: February 28, 2002  
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT

I, RAFAEL IZQUIERDO, having been named the statutory agent of ELI'S APARTMENTS, INC. do hereby accept designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 19 day of 1998, 1999.

  
\_\_\_\_\_  
RAFAEL IZQUIERDO

FILED  
99 NOV 24 AM 9:02  
STATE  
TALLAHASSEE, FLORIDA