

William D. Slicker, P.A.

Attorney At Law

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December 13, 1999

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200003071022--0
-12/15/99--01056--004
*****70.00 *****70.00

Re: 447 Third Avenue North Corporation

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	+ 35.00
Total	\$ 70.00

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,

W.D. Slicker

William D. Slicker

WDS/cam

12/17
Called Spoke with Mr. Slicker
There should not be a Suite #
Added to principal address
in Articles.

Sitt

FILED
99 DEC 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thompson DEC 17 1999

ARTICLES OF INCORPORATION
OF
447 THIRD AVENUE NORTH CORPORATION

FILED
99 DEC 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator does hereby desire to form corporation under and by virtue of the Laws of the State of Florida, with and under the following proposed charter:

ARTICLE I NAME

The name of this corporation is 447 THIRD AVENUE NORTH CORPORATION.

ARTICLE II DURATION

This corporation shall exist perpetually, unless terminated as provided by law.

ARTICLE III PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue One Hundred shares (100) of One Dollar (\$1.00) par value common stock.

ARTICLE V LIMITATIONS AND RELATIVE RIGHTS
OF SHARES OF CAPITAL STOCK

A. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

B. Limitations

All of the said stock may be paid for in cash, property, labor or services at a valuation to be fixed by the Board of Directors. All details as to the issuance, rights, liabilities, dividends, liquidation and other characteristics shall be prescribed and enumerated in the By-Laws of this corporation.

ARTICLE VI PRE-EMPTIVE 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII INITIAL PRINCIPAL
OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 447 Third Avenue North, St. Petersburg, Florida 33701 and the name of the initial registered agent of this corporation is Robert J. Gonzalez, 1331 Murok Way South, St. Petersburg, Florida 33705.

**ARTICLE VIII INITIAL BOARD
OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

Robert J. Gonzalez, 1331 Murok Way South, St. Petersburg, Florida 33705.

Harry Liapes, 1231 Abbott Blvd., Ft. Lee, New Jersey 07024.

ARTICLE IX INCORPORATORS

The names and addresses of the people signing these articles are:

Robert J. Gonzalez
1331 Murok Way South
St. Petersburg, FL 33705

Harry Liapes
1231 Abbott Blvd.
Ft. Lee, NJ 07024

**ARTICLE X BY-LAWS AND
AMENDMENTS**

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

**ARTICLE XI SHAREHOLDER
QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV BUSINESS WITH OFFICERS OR DIRECTORS

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 pecuniarily 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 pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE XV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVI COMPENSATION OF DIRECTORS


The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVII LIEN ON CORPORATE STOCK

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of stock shall be valid or binding until all debts due by

the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

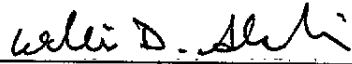
IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on the 13 day of December, 1999.


ROBERT J. GONZALEZ

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On the 13 day of December, 1999, before me personally appeared Robert J. Gonzalez, who is personally known to me or who produced Florida Drivers License as identification and the has made oath that he has read the foregoing ARTICLES OF INCORPORATION of 447 THIRD AVENUE NORTH CORPORATION, by him subscribed and that he knows the contents thereof and that the same is true to his own knowledge except as to those matters therein stated to be on his information and belief and as to those matters he believes them to be true.

NOTARY PUBLIC:

sign 
print William D. Stricker

State of Florida at Large (SEAL)
My commission number is:



NOTARY PUBLIC
COMMISSION NO. 12076147 EXPIRES
JUNE 14, 2002
BONDED THIRD FRY FAIR INSURANCE, INC.

AFFIDAVIT OF ACCEPTANCE
By Resident Agent

FILED
99 DEC 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

1. I, ROBERT J. GONZALEZ, am over the age of eighteen and have personal knowledge of the following.

2. I have read the Articles of Incorporation of 447 THIRD AVENUE NORTH CORPORATION and am named as resident agent therein.

3. I have read Sections 607.0501 and 48.091, Florida Statutes and understand the duties of a resident agent.

4. I hereby accept the designation as resident agent of 447 THIRD AVENUE NORTH CORPORATION. The registered office is: 447 Third Avenue North, St. Petersburg, Florida 33701.

FURTHER AFFIANT SAITH NOT.

Robert J. Gonzalez
ROBERT J. GONZALEZ

The foregoing instrument was acknowledged before me this 13 day of December, 1999, by Robert J. Gonzalez, who is personally known to me or who produced Florida Drivers License as identification.

NOTARY PUBLIC:

sign
print

William D. Slicker

William D. Slicker

State of Florida at Large (SEAL)
My commission number is:



William D. Slicker
MY COMMISSION # CC718147 EXPIRES
June 20, 2002
BONDED THRU TROY FAIN INSURANCE, INC.