

ADAM R. SCHIFFMAN, P.A.

ATTORNEYS AT LAW

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ADAM R. SCHIFFMAN

July 28, 1999

VIA FEDERAL EXPRESS

799000070366

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Monarch Property Development, Inc.

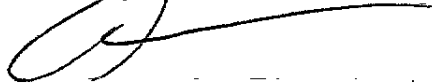
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Monarch Property Development, Inc.

Enclosed also is my check in the amount of \$78.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned, using the enclosed self-addressed envelope, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS & L

ARTICLES OF INCORPORATION
OF
MONARCH PROPERTY DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

MONARCH PROPERTY DEVELOPMENT, INC.

The Corporation's address is 2999 N.E. 191st Street, Suite 900, Aventura, Florida 33180.

ARTICLE II

DURATION

The corporation shall commence its existence on upon the filing of these Articles with the Florida Department of State, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2999 N.E. 191st Street, Suite 900, Aventura, Florida 33180, and the initial registered agent of this corporation at that address is Adam R. Schiffman, Esquire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1).

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Adam R. Schiffman, Esquire.

ARTICLE VIII

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of July, 1999.



ADAM R. SCHIFFMAN, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

Dated this 28th day of July, 1999.

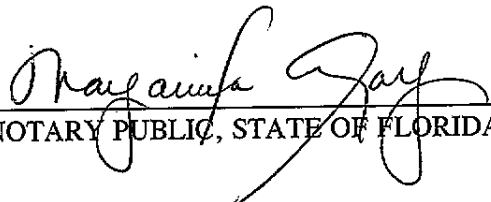


ADAM R. SCHIFFMAN, ESQUIRE

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

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, ESQUIRE, known to me and known to be the person who, as Incorporator and Registered Agent executed the foregoing Articles of Incorporation of MONARCH PROPERTY DEVELOPMENT, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 28 day of July, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

