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ACCOUNT NO. : 072100000032

REFERENCE: 864100 7157412

AUTHORIZATION: aticia Pari

COST LIMIT: \$ 70.00

ORDER DATE : June 21, 1998

ORDER TIME : 8:58 AM

ORDER NO. : 864100-005

600002572446--3

CUSTOMER NO: 7157412

CUSTOMER: Mr. Jerry Kamer-7157412

MR. JERRY KAMER

2922 Charlotte Drive

Merrick, NY 11566

DOMESTIC FILING

NAME:

MADISON LAKES DEVELOPMENT

CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

XX PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

98 JUN 25 PM 1: 26

TATE SATIONS 98 JUNES

DIVISION OF CORPORATIONS

98 JUN 25 PM 1:27

ARTICLES OF INCORPORATION

OF

MADISON LAKES DEVELOPMENT CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MADISON LAKES DEVELOPMENT CORP.

The address of the principal office of this corporation shall be 2922 Charlotte Drive, Merrick, New York 11566, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

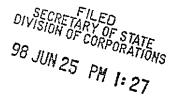
ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Mark Landay 5191 NW 25th Way
Dir. Boca Raton, Florida 33496



ARTICLE VII. INCORPORATOR

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

> Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these

Articles of Incorporation on June 25, 1998.

Its Agent, Karen B. Rozar

Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Its Agent, Karen B. Rozar

Authorized Service Representative Corporation Service Company

EXC/BSP