



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, FL 32301
 (850) 681-6528

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 UCC SERVICES**

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Fisher Island Acquisition Committee

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

RUSH

- Certified Copy
- Certificate of State Standing
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 98 JAN -7 PM 4:25

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input checked="" type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

RECEIVED
 DIVISION OF CORPORATION
 98 JAN 7 PM 3:30

Ordered By: _____

Date: _____

[Handwritten signature and date: 1/7/98]

ARTICLES OF INCORPORATION
OF
FISHER ISLAND ACQUISITION COMMITTEE, INC.
A NONPROFIT CORPORATION

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TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617.0302 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of the corporation is:

FISHER ISLAND ACQUISITION COMMITTEE, INC.

The address of the principal office of this corporation shall be One SE Third Avenue, Suite 3000, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in 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. The purpose of this corporation is to take all appropriate actions to encourage approval by Fisher Island residents and club members of the acquisition of undeveloped land and other assets related to Fisher Island, and to engage in all related activities authorized by law.

ARTICLE III. MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The manner in which the Directors are elected or appointed shall be as stated in the bylaws.

ARTICLE IV. INCORPORATOR

The name and address of the incorporator of these Articles is:

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

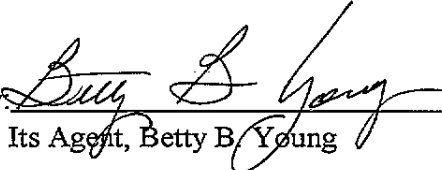
The names and street addresses of the initial Officers and Directors are:

David Bianchi One SE Third Avenue, Suite 3000 Miami, FL 33131	President/Director
David Paresky One SE Third Avenue, Suite 3000 Miami, FL 33131	Secretary/Director
Richard Voell One SE Third Avenue, Suite 3000 Miami, FL 33131	Director
Robert Torter One SE Third Avenue, Suite 3000 Miami, FL 33131	Director

Arnold Broser
One SE Third Avenue, Suite 3000
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc.,
has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on January 7, 1998.

UCC Filing & Search Services, Inc.

By: 
Its Agent, Betty B. Young

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: _____

Fisher Island Acquisition Committee, Inc.

2. The name and address of the registered agent and office is:

**ATRIUM REGISTERED AGENTS, INC.
1500 SAN REMO AVENUE
SUITE 125
CORAL GABLES, FL 33146**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Robert A. Stamen

ROBERT A. STAMEN, Director and
Vice President

Date: January 7, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -7 PM 4:25

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