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TALLAHASSEE, FL 32301-5607  
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P96000102035

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 193096, 4303929

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : December 18, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 193096-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUERIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

700002032607--3

DOMESTIC FILING

NAME: TRG BEACH ONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 18 AM 11:28  
DIVISION OF CORPORATION  
*Dmc 12/18/96*

FILED  
96 DEC 18 PM 1:53  
SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TRG BEACH ONE, INC.**

**FILED**  
96 DEC 18 PM 1:53  
STATE OF FLORIDA

**ARTICLE I**

The name of the corporation is TRG BEACH ONE, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is: 2828 Coral Way, PH Suite, Miami, FL 33145.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 2828 Coral Way, PH Suite, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Angel Hernandez**.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Marcelo Alvarez  
2828 Coral Way  
PH Suite  
Miami, Florida 33145

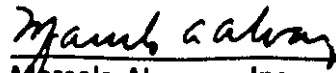
**ARTICLE VII**

The name of the Incorporator is Marcelo Alvarez, 2828 Coral Way, PH Suite, Miami, Florida 33145.

**ARTICLE VIII**

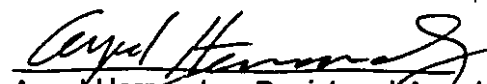
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16<sup>th</sup> day of December, 1996.

  
Marcelo Alvarez - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of TRG BEACH ONE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Angel Hernandez, Registered Agent  
Dated: December 16<sup>th</sup>, 1996