

PA 6000019736

MURAI WALD BIONDO & M...
PROFESSIONAL ASSOCIATION
COUNSEL AT LAW

GERALD J. BIONDO
CRISTINA ECHANTE BROCHIN
ANA MARIA ESCOBEDO
LYNETTE REDDGLU McQUINNESS
M. CRISTINA MORENO
RENE V. MURAI
LESLIE SMITH
GERALD M. WALD

900 INGRAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131

February 27, 1996

TELEPHONE (305) 355-5900
FACSIMILE (305) 355-9490
(305) 355-4642

WILLIAM E. DAVIS
OF COUNSEL

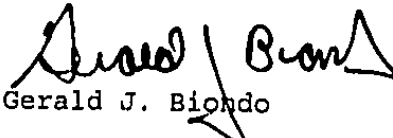
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of
Clinton International Group Gulf Coast, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Clinton International Group Gulf Coast, Inc. Also enclosed is check for \$122.50 representing your filing fee, certified copy fee and registered agent designation fee. Please forward to us a certified copy of the Articles of Incorporation at your earliest convenience.

Sincerely,


Gerald J. Biondo

GJB/afd
G:\MARCUS\GENERAL\SEC-ST.LTR


Enclosures

700001729357
-03/01/96--01058--004
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR -1 PM 3:04

FILED



Articles of Incorporation
of
CLINTON INTERNATIONAL GROUP GULF COAST, INC.

FILED
96 MAR -1 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Clinton International Group Gulf Coast, Inc., whose address is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33131.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00

per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Stewart Marcus.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the directors are:

Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

Lloyd J. Boggio
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

Nicholas J. Shackleton
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33131

ARTICLE VII

INCORPORATOR

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

Stewart Marcus
2121 Ponce de Leon Boulevard
Penthouse
Coral Gables, Florida 33134

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of February, 1996.

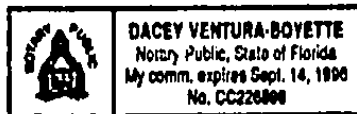
Stewart Marcus
Stewart Marcus

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of February, 1996 by STEWART MARCUS, who is personally known to me or who has produced _____ as identification.

Dacey Ventura-Boyette
NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:



G:\MARCUS\TAYLOR\CLINGULP.ART

Certificate of Registered Agent

of

CLINTON INTERNATIONAL GROUP GULF COAST, INC.

FILED
96 MAR -1 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Clinton International Group Gulf Coast, Inc. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Coral Gables, County of Dade, State of Florida, has named Stewart Marcus at 2121 Ponce de Leon Boulevard, Penthouse, Coral Gables, Florida 33134 its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 22nd day of February, 1996.

By: _____

Stewart Marcus
Stewart Marcus