

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000100944



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 187338 4303929

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : December 13, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 187338-005

800002028728--2

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: ALHAMBRA INVESTMENT CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 DEC 13 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 13 PM 12:11
DIVISION OF CORPORATION

*12-13-96
KR*

**ARTICLES OF INCORPORATION
OF
ALHAMBRA INVESTMENT CORPORATION**

FILED
95 DEC 13 PM 3: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ALHAMBRA INVESTMENT CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 255 Alhambra Circle, Suite 1100, Coral Gables, Florida 33134.

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 255 Alhambra Circle, Suite 1100, City of Coral Gables, County of Dade, State of Florida 33134, and the name of its initial registered agent at such office is Agnes Arcia.

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:

Philip F. Blumberg
255 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE VII

The name of the Incorporator is Nancy Lash and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

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 12th day of December, 1996.



Nancy Lash - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ALHAMBRA INVESTMENT CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Agnes Arcia - Registered Agent

Dated: December 12, 1996

MAM\VANSTENS\817405\567021.DOC\12\1298

FILED
96 DEC 13 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA60002100945

GLENN RUSSELL
640B Oak Place
Port Orange, Florida 32127

96 DEC 12 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300002027353--5
-12/12/96--01063--012
***122.50 ***122.50

RE: THINGS ARE HAPPENING, INC.

To Whom it may concern:

Enclosed herewith are two (2) copies of the Articles of Incorporation for the above referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

FILING FEE	\$ 35.00
REG AGENCY FEE	35.00
<u>CERTIFIED COPY</u>	<u>52.50</u>
	\$ 122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.



PT
12/13/96

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation for such Corporation.

FILED
96 DEC 12 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: **THINGS ARE HAPPENING, INC.**

ARTICLE II

The period of the duration of the Corporation shall be "Perpetual" unless dissolved according to law. Existence shall commence upon filing with the Secretary of State.

ARTICLE III

The purpose and general nature of the business to be transacted by this Corporation is;
(a) To engage in the business of services thereof and to buy and sell, lease, mortgage, deal in and with and own and hold or otherwise deal with, real property and personal property, of every kind and nature whatsoever, and to provide for or arrange for any and all financing necessary or desirable in connection therewith; to operate businesses, and to exercise generally such powers as may be incidental to or convenient for the purposes and businesses of the Corporation. (b) To have, exercise and enjoy all of the rights and privileges of Corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of specific powers and purposes shall not be held to limit or restrict in any manner the Corporation.

ARTICLE IV

The capital stock of this Corporation shall consist of 7500 shares of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The Corporation shall be governed by a Board of Directors having 1 member. The initial member of the Board of Directors is:

NAME	ADDRESS
Glenn Russell	640B Oak Place Port Orange, FL 32127

ARTICLE VI

The registered office of this Corporation shall be initially at, 640B Oak Place, Port Orange, FL 32127 and its initial registered agent shall be: Glenn Russell. Such registered office or agent may be designated by a majority of the stockholders entitled to vote and in such case, the redesignation shall be effective upon filing such redesignation in the form and manner provided by law.

ARTICLE VII

The initial street address of the principal office of this Corporation in the State of Florida is: 640B Oak Place, Port Orange, FL 32127. The Directors may from time to time move the principal office to any other address in Florida, and the Corporation shall have the right and power to transact business and to have offices and agencies in such other places as the Directors may from time to time authorize.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX

The Directors may conduct any and all official or Corporate business required by a telephone meeting.

ARTICLE X

The name and post office addresses of the subscribers to these Articles of Incorporation are:

NAME	ADDRESS
Glenn Russell	640B Oak Place Port Orange, FL 32127

ARTICLE XI

The Corporation shall indemnify the corporate officers from all liabilities which they may incur while acting within the course and scope of corporate business. Such indemnity shall include the payment of all attorney's fees and court costs.

IN WITNESS WHEREOF, I have set my hand and seal this 9th day of

Dec, 19 96.



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

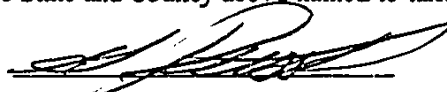
FILED

96 DEC 12 PM 3:17

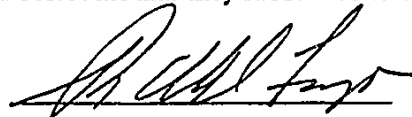
Glenn Russell hereby accepts the designation as the Registered agent by the SECRETARY OF STATE subscribers to the Articles of Incorporation of Things Are Happening, Inc. TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 9th day of December, 1996, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared,


Glenn Russell

known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to these Articles of Incorporation.



Notary Public State of Florida at Large

My commission

Expires:

OFFICIAL NOTARY SEAL
ROBERT D FRAZER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC418412
MY COMMISSION EXP. NOV. 2, 1998