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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: AKERMAN, SENTERFITT & EIDSON, P.A. ACCT#: 075471001363
CONTACT: MAGGIE VINAJERAS
PHONE: (305)374-5600 FAX #: (305)374-5095

NAME: DOUGLAS ROAD PROPERTY, INC.
AUDIT NUMBER.....H97000017283
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Douglas Road Property, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

901 Ponce de Leon Boulevard, Suite 501, Coral Gables, Florida 33134

ARTICLE III PAR VALUE

The par value of each authorized share is: \$1.00.

ARTICLE IV SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 100,000.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Andres J. Iriondo, CPA
901 Ponce de Leon Boulevard, Suite 501
Coral Gables, Florida 33134

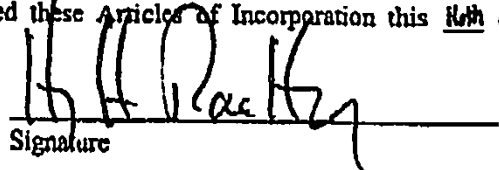
ARTICLE VI INCORPORATOR

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

Henry H Raattama, Jr.
One S.E. Third Avenue, 28 Floor
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 16th day of OCTOBER, 1997.


Signature

NOTE: Affixing an office title after a signature of an incorporator does not constitute the designation of officers.

Prepared by:
Hank H. Raattama, Jr., Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, FL 33131
(305) 374-5600
Florida Bar No. 0106724

FILING FEE: \$70.00

H97000017283

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

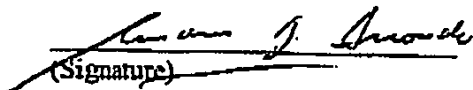
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

Douglas Road Property, Inc.
2. The name and address of the registered agent and office is:

Andres J. Iriondo, CPA
901 Ponce de Leon Boulevard
Suite 501
Coral Gables, Florida 33134

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

10/10/97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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