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MELVIN J. RICHARD
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RICHARD J. SARAFAN
LAUREL W. MARC-CHARLES
SYDNEY A. MARKS*
JASON S. MILLER

*ALSO ADMITTED IN ILLINOIS

January 9, 1998

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

200002397212--6
-01/12/98--01094--020
****122.50 ****122.50

RE: Filing of Articles of Incorporation of 9301 East Bay Harbor, Incorporated

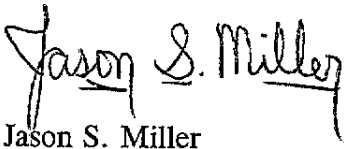
To Whom It May Concern:

Enclosed is a check in the amount of one-hundred twenty-two dollars and fifty cents (\$122.50) to cover the costs of filing Articles of Incorporation for a domestic corporation named "9301 East Bay Harbor, Incorporated." Also enclosed are the Articles of Incorporation, including a statement accepting appointment as registered agent.

The amount enclosed covers not only the filing fee for the corporation (\$35.00), but also the cost of receiving a certified copy of the filings (which we would like to receive once they are recorded) (\$52.50) as well as the Registered Agent Designation fee (\$35.00).

If there are any questions regarding this matter, please do not hesitate to call. I thank you in advance for your assistance.

Very truly yours,


Jason S. Miller

JSM/va

Enclosures

va\ltr2\ebh.art

FILED
98 JAN 12 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN-14-98

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98 JAN 12 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
9301 EAST BAY HARBOR, INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following article of incorporation:

ARTICLE I
NAME

The name of the corporation is 9301 East Bay Harbor, Incorporated.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 825 Brickell Bay Drive, Suite 1748, Miami, Florida 33131 c/o Richard and Richard, P.A.

ARTICLE III
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV
PURPOSES

The general purposes for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall be without par value.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 825 Brickell Bay Drive, Suite 1748, Miami, Florida 33131, and the name of its initial registered agent at such address is Jason S. Miller.

ARTICLE VII

DIRECTOR

The number of directors constituting the corporations initial board of directors is one. The name and address of the person who is to serve as a member of the initial board of directors is Jorge Rodriguez at 825 Brickell Bay Drive, Suite 1748, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name of and address of the incorporator is Richard Sarafan at 825 Brickell Bay Drive, Suite 1748, Miami , Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of JANUARY, 1998.

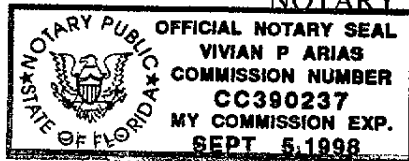
Richard Sarafan
RICHARD SARAFAN

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of January, 1998 by Richard Sarafan, who is personally known to me and did taken an oath.

Vivian P. Arias
VIVIAN P. ARIAS
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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.

Jason S. Miller
JASON S. MILLER, ESQ.
Florida Bar #072206
Richard and Richard, P.A.
825 Brickell Bay Drive
Tower III - Suite 1748
Miami, Florida 33131
Telephone: (305) 374-6688

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