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ACCOUNT NO. : 072100000032

REFERENCE : 693528 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 PM 2:36

ORDER DATE : February 4, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 693528-005

CUSTOMER NO: 4303929

500002421055

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: CUENCA CITICENTRE, 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: Stacy L Earnest

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

*2-4-98
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ARTICLES OF INCORPORATION

OF

CUENCA CITICENTRE, INC.

FILED
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DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation is CUENCA CITICENTRE, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Sam Cuenca, 290 N.W. 165 Street, Suite PH5, Miami, Florida 33169.

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	\$.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 all votes entitled to be cast 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 in the State of Florida is 290 N.W. 165 Street, Suite PH5, Florida 33169, City of Miami, County of Dade, and the name of its initial registered agent at such office is Sam Cuenca.

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 (1), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Sam Cuenca
290 N.W. 165 Street
Suite PH5
Miami, Florida 33169

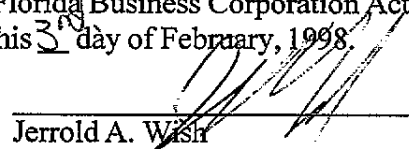
ARTICLE VII

The name of the Incorporator is Jerrold A. Wish and the address of the Incorporator is 1221 Brickell Avenue, 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 any 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 3rd day of February, 1998.



Jerrold A. Wish
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

By: 

Sam Cuenca, Registered Agent

DATED: February, 3 1998.