



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 752512 81686A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 24, 1998

ORDER TIME : 9:45 AM

ORDER NO. : 752512-005

CUSTOMER NO: 81686A

CUSTOMER: Olga Bradham, Legal Asst
KEITH MACK, LLP

20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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-03/24/98-01050-024
****122.50 ****122.50

DOMESTIC FILING

NAME: STEVEN SHERE DEVELOPMENT
CORPORATION

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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 12:28

RECEIVED
98 MAR 24 AM 10:39
DIVISION OF CORPORATIONS
3/24/98

ARTICLES OF INCORPORATION
OF

STEVEN SHERE DEVELOPMENT CORPORATION,
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 24 PM 12:28

ARTICLE I

Name

The name of the corporation is **STEVEN SHERE DEVELOPMENT CORPORATION,**
a Florida corporation.

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Florida Division of Corporation of the Department of State.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Richard A. Wood, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than ONE (1). The names and addresses of the initial director of the corporation is: RICHARD A. WOOD, c/o KEITH MACK LLP, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: RICHARD A. WOOD, Esquire, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of March, 1998.

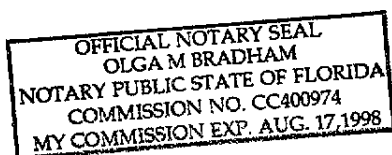

RICHARD A. WOOD, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD A. WOOD, ESQUIRE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of March, 1998.

My Commission Expires:



Olga M. Bradham
Notary Public, State of Florida at Large
Olga M. Bradham
Print Name

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**STEVEN SHERE DEVELOPMENT CORPORATION,
a Florida corporation**

FILED
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In pursuance of Section 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First--that **STEVEN SHERE DEVELOPMENT CORPORATION, a Florida corporation**, desiring to organize under the laws of the State of Florida with its principal office at: c/o KEITH MACK LLP, 200 South Biscayne Blvd., 20th Floor, Miami, Florida 33131, has named Richard A. Wood, Esquire, located at 200 South Biscayne Blvd, 20th Floor, Miami, Florida 33131, as its agent to accept service of process within this state. 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.

Richard A. Wood
RICHARD A. WOOD