

P96000020603

WEIL, GOTSHAL & MANGES LLP

A LIMITED LIABILITY PARTNERSHIP (INCLUDING PROFESSIONAL CORPORATION)

SUITE 2100

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(305) 577-3147

March 1, 1996

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800001731548
-03/04/96--01125--008
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Re: 2100 North Atlantic Boulevard Corporation
Reservation No. R96000000237

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation. Please note that the corporation's name has been reserved under Reservation No. R96000000237.

Also enclosed is our check in the sum of \$131.25. Please send us a certified copy of the Articles and a Certificate of Status in the Federal Express envelope provided herewith.

If you have any questions, please do not hesitate to call me.

Very truly yours,

Olga L. Duque
Olga L. Duque, C.L.A.

Encs.

cc: Mary Melia Lopez, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

2700 NORTH ATLANTIC BOULEVARD CORPORATION

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is 2700 NORTH ATLANTIC BOULEVARD CORPORATION.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The purposes of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida Business Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

c/o The Sunshine Group (Florida) Limited Partnership
501 Brickell Key Drive, Suite 405
Miami, Florida 33131

ARTICLE V

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 701 Brickell Avenue, Suite 2100, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be Weil, Gotshal & Manges LLP.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be one (1).

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

Louise M. Sunshine

c/o The Sunshine Group (Florida)
Limited Partnership
501 Brickell Drive, Suite 405
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1996.



LOUISE M. SUNSHINE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned corporation hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with, and accepts the obligations of, its position as registered agent.

DATED this 1st day of March, 1996.

WEIL, GOTSHAL & MANGES LLP

By: Barry Frank, P.A.

By: Barry Frank
Barry Frank
President