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THOMSON MURARO

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: THOMSON MURARO RAZOOK & HUNT, P.A.
CONTACT: ANA COZ
PHONE: (305) 350-7200

ACCT#: 102556003002

FAX #: (305) 374-1005

NAME: 1802 ASSOCIATES INC.

AUDIT NUMBER.....H98000008886

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

Revised Articles of Inc

Registration: W980000 10878

Article 10: Directors - Deleted

APPROVED
AND
FILED
98 MAY 14 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 14 1998

Fax Audit No. H98000008886

**ARTICLES OF INCORPORATION
OF
1802 ASSOCIATES G.P., INC.**

ARTICLE I - NAME

The name of this Corporation is 1802 Associates G.P., Inc.

ARTICLE II - ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be 404 Washington Avenue, Suite 400, Miami Beach, Florida 33139.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be One Southeast Third Avenue, 17th Floor, Miami, Florida 33131 and the initial registered agent of the Corporation at such office shall be Parker D. Thomson, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

Parker D. Thomson
Florida Bar No. 081225
Thomson Muraro Razoock & Hart, P.A.
1700 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
(305) 350-7200

08 MAY 14 PM 1:47
SECRETARY OF STATE
ALABAMA-SEE FLORIDA

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ARTICLE VII - INCORPORATOR


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

Name

Address

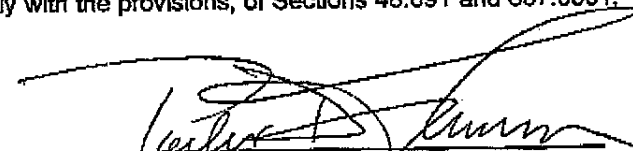
Parker D. Thomson

One Southeast Third Avenue
17th Floor
Miami Florida 33131


Parker D. Thomson - Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for 1802 Associates G.P., Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agree to comply with the provisions, of Sections 48.091 and 607.0501, Florida Statutes.


Parker D. Thomson - Registered Agent

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TALLAHASSEE, FLORIDA