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July 26, 1999

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

600002943756--7
-07/28/99-01039--004
****122.50 *****78.75

Re: 1403 Ocean Tower Two, Inc.
Our File No. 99-6753

Gentlemen:

Enclosed please find the original Articles of Incorporation of 1403 Ocean Tower Two, Inc. We have also enclosed a check in the amount of \$122.50.

Very truly yours,



Aida Rosado
Legal Assistant

/arm

encls.

C:\q\6677754

FILED
99 JUL 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/3/99


ARTICLES OF INCORPORATION
OF
1507 OCEAN TOWER TWO, INC.

FILED
99 JUL 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is 1507 OCEAN TOWER TWO, INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 7,500 shares of common stock having no par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 200, 848 Brickell Avenue, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be 1.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the persons comprising the initial Board of Directors are as follows:

David R. Berley	848 Brickell Avenue Miami, FL 33131
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ARTICLE IX

SUBSCRIBER

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

David R. Berley

Suite 202
848 Brickell Avenue
Miami, FL 33131

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIII

FLORIDA STATUTES

The corporation expressly elects not to be governed by the provisions of Sections 607.108 and 607.109, Florida Statutes.

ARTICLE XIV

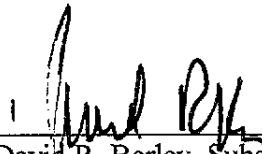
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Berlit Corporate Services, Inc.
Suite 200
848 Brickell Avenue
Miami, FL 33131


IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of

Incorporation this 23rd day July, 1999.



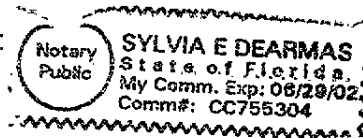
David R. Berley, Subscriber

Subscribed and Sworn to this
23rd day of July, 1999.
Before me:



Notary Public

My Commission Expires:



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


In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

1507 OCEAN TOWER TWO, INC. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named BERLIT CORPORATE SERVICES, INC. located at Suite 200, 848 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

BERLIT CORPORATE SERVICES, INC.

By: _____


President

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99 JUL 28 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA