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Division of Corporations

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Florida Department of State

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Account Name : BERMAN WOLFE & RENNERT, P.A.
Account Number : 076103002011
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FOREIGN PROFIT QUALIFICATION

Biscayne Centre, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 3, 2000

BERMAN WOLFE & RENNERT, P.A.

SUBJECT: BISCAYNE CENTRE, INC.
REF: W00000016876

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**CERTIFICATE OF OFFICER
OF
BISCAYNE CENTRE, INC.**

The undersigned, an officer of Biscayne Centre, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the following resolutions were adopted by the Board of Directors of the Corporation on July 3, 2000 in accordance with the Bylaws of the Corporation and Section 141 of the Delaware General Corporation Law:

RESOLVED, that the Corporation will use the alternate name of "Biscayne Centre Associates, Inc." in the state of Florida.

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take such further action and to execute and deliver such additional documents as any of them may deem necessary or appropriate to effectuate the intent and purposes of the foregoing resolutions.

IN WITNESS WHEREOF, I have executed this Certificate as of the 5th day of July, 2000.

BISCAYNE CENTRE, INC.

By: 
Name: Richard Wagman
Title: Vice President

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the State of Florida:

1. The name of the corporation is: **Biscayne Centre, Inc.**
2. The corporation was incorporated under the laws of the State of Delaware on **June 28, 2000.**
3. The duration of the corporation is perpetual.
4. The corporation began transacting business in the state of Florida on **June 28, 2000.**
5. The mailing address of the corporation is:

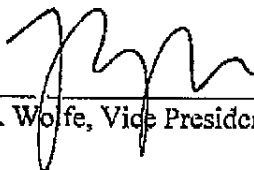
11900 Biscayne Boulevard, Suite 100
Miami, Florida 33181

6. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the State of Delaware and as permitted in the State of Florida.
7. The name and address of the registered agent and registered office of the corporation in the State of Florida is:

Berman Wolfe Rennert Vogel & Mandler, P.A.
35th Floor, NationsBank Tower
100 Southeast Second Street
Miami, Florida 33131-2130
Attn: Leon J. Wolfe, Esq.

8. Having been named as registered agent to accept service of process for the above corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BERMAN WOLFE RENNERT VOGEL & MANDLER, P.A.

By: 
Leon J. Wolfe, Vice President

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9. Attached is a certificate of good standing duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.
10. Names and Addresses of officers and directors of the corporation:

A. Directors

<u>Name</u>	<u>Address</u>
Jean Putzer	950 Third Avenue, 31 st floor New York, NY 10022
Richard Wagman	950 Third Avenue, 31 st floor New York, NY 10022
Abraham Colton	5761 Parkhaven Cote St. Luc Quebec, Canada H4W 1X8

B. Officers

<u>Name</u>	<u>Address</u>
Jean Putzer, President	950 Third Avenue, 31 st floor New York, NY 10022
Richard Wagman, Vice President	950 Third Avenue, 31 st floor New York, NY 10022
Abraham Colton, Secretary	5761 Parkhaven Cote St. Luc Quebec, Canada H4W 1X8
Richard Wagman, Assistant Secretary	950 Third Avenue, 31 st floor New York, NY 10022
Jean Putzer, Treasurer	950 Third Avenue, 31 st floor New York, NY 10022

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IN WITNESS WHEREOF, the undersigned has duly executed this Application this 30th day of June 2000.

BISCAYNE CENTRE, INC.


By: _____
Name: Richard Wagman
Title: Vice President

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BISCAYNE CENTRE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BISCAYNE CENTRE, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0533037

DATE: 06-29-00

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