

P00000019689



ACCOUNT NO. : 072100000032

REFERENCE : 599941 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : February 24, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 599941-005

CUSTOMER NO: 4303929

000003146290--6

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC FILING

NAME: EWE WAREHOUSE INVESTMENTS
VII, INC.

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: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 24 PM 2:55

RECEIVED
00 FEB 24 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 24 PM 2:55

**ARTICLES OF INCORPORATION
OF**

EWE WAREHOUSE INVESTMENTS VII, INC.

ARTICLE I

The name of the corporation is EWE WAREHOUSE INVESTMENTS VII, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 300 Greco Avenue, Coral Gables, Florida 33146.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Edward J. Easton
300 Greco Avenue
Coral Gables, Florida 33146

00 FEB 24 PM 2: 55

ARTICLE VII

The name of the Incorporator is Richard Giusto and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of February, 2000.

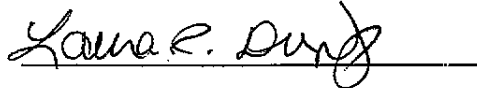


Richard Giusto, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of EWE WAREHOUSE INVESTMENTS VII, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Dated: February 24, 2000