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ACCOUNT NO. : 072100000032

REFERENCE : 610799 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Piz*

ORDER DATE : March 3, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 610799-005

600003156936-5

CUSTOMER NO: 4303929

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

DOMESTIC FILING

NAME: ISLAND CAVALIER, 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: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -3 PM 1:42  
RECEIVED  
00 MAR -3 PM 12:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Janna Wilson*

**ARTICLES OF INCORPORATION**

**OF**

**ISLAND CAVALIER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -3 PM 1:42

**ARTICLE I**

The name of the corporation is ISLAND CAVALIER, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1220 Ocean Drive, Miami Beach, Florida 33139.

**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 two (2), and

the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Susan (Wendy) Hart	Lawrence Mestel
1330 Ocean Drive	1330 Ocean Drive
Fourth Floor	Fourth Floor
Miami Beach, Florida 33139	Miami Beach, Florida 33139

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00 MAR -3 PM 1:42

#### 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 2 day of March, 2000.

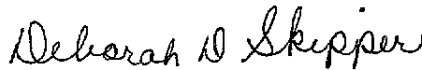


Richard Giusto, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ISLAND CAVALIER, 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



Deborah D. Skipper  
as its agent

Agent for the Registered Agent

Dated: March 3, 2000