103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P00000039801

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 4-20-00

REF. #: 0150.

CORP. NAME: Forestville acquistion Corp.

00 APR 20 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

(X) ARTICLES OF INCORPORATION ( ) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY
( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3
( ) OTHER:

00 APR 20 AM 10:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED

STATE FEES PREPAID WITH CHECK# 2571 FOR $ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

000003216210--9
-04/20/00--01029--024
*****78.75 *****78.75

COST LIMIT: $

PLEASE RETURN:

(X) CERTIFIED COPY ( ) CERTIFICATE OF GOOD STANDING (X) PLAIN STAMPED COPY
( ) CERTIFICATE OF STATUS

Examiner's Initials

T. SMITH APR 20 2000

FILED

00 APR 20 PM 2: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FORESTVILLE ACQUISITION CORP.

ARTICLE I

The name of the corporation is FORESTVILLE ACQUISITION CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9600 N.W. 38 Street, Suite 300, Miami, Florida 33178.

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 103 N. Meridian Street, Lower Level, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents.

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: David Shopay, 9600 N.W. 38 Street, Suite 300, Miami, Florida 33178.

ARTICLE VII

The name of the Incorporator is Randolph A. Bullard 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 19th day of April, 2000.

Randolph Bullard

Randolph A. Bullard, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FORESTVILLE ACQUISITION CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPDIRECT AGENTS

Cynthia Hicks

By Its Agent Cynthia Hicks

Dated: April 20, 2000

FILED
00 APR 20 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA