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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
06-15-00

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 JUN 16 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SOUTH BEACH ATRIUM, INC.

Certificate of Status	0
Certified Copy	1
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(9)

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ARTICLES OF INCORPORATION
OF
SOUTH BEACH ATRIUM, INC.

EFFECTIVE DATE

06-15-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is South Beach Atrium, Inc. Its principal office and mailing address is 2333 Ponce De Leon Boulevard, Suite 710, Coral Gables, Florida 33134.

ARTICLE II - DURATION

The effective date of this Corporation shall be June 15, 2000, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the purchase, sale, leasing, development, management and marketing of real property.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

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**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2333 Ponce De Leon Boulevard, Suite 710, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than four. The name and address of the initial director(s) is/are as follows:

Name

Abdala Favez Kalil

Address

2333 Ponce De Leon Boulevard
Suite 710
Coral Gables, Florida 33134

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

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ARTICLE VII - INCORPORATOR

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

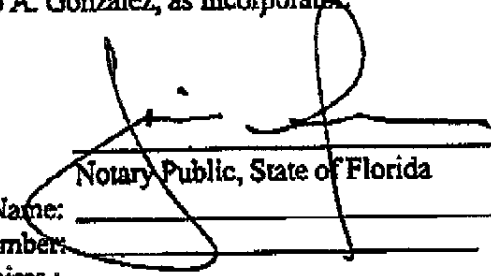
Name
Pedro A. Gonzalez

Address
The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134


Pedro A. Gonzalez
Incorporator

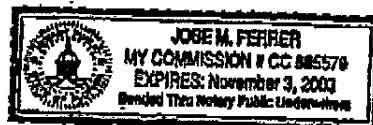
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of South Beach Atrium, Inc., were acknowledged
before me this 15th day of June, 2000, by Pedro A. Gonzalez, as Incorporator.



Notary Public, State of Florida
Name: _____
Commission Number: _____
My Commission Expires : _____

(Seal)



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for South Beach Atrium, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: June 15, 2000.


Pedro A. Gonzalez

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