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DAVID M. GLASSBERG  
LORI H. GLASSBERG

OF COUNSEL:  
ROBERT C. BIEGEN  
JAMES NEAL HUTCHINSON, JR.

July 12, 2000

(305) 669-9535  
FAX (305) 669-0804

00 JUL 13 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: 542 WASHINGTON AVENUE CORP.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for 542 WASHINGTON AVENUE CORP. Also, enclosed please find our check in the amount of SEVENTY EIGHT AND 75/100 DOLLARS (\$78.75) made payable to the Secretary of State for filing fees of the above mentioned corporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

  
David M. Glassberg

DMG/bal  
enclosures

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ARTICLES OF INCORPORATION

FOR

542 WASHINGTON AVENUE CORP.

ARTICLE I

The name of the corporation is: 542 WASHINGTON AVENUE CORP.  
The mailing address of the corporation is: 407 Lincoln Road, Suite  
704, Miami Beach, FL 33139.

ARTICLE II

The duration of the corporation shall be perpetual. The date  
and time of the commencement of the corporate existence of the  
corporation shall be upon filing these Articles of Incorporation  
with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be  
transacted, promoted or carried on by the corporation are to engage  
in any lawful act, activity or business for which corporations may  
be organized under the laws of the United States of America and of  
the State of Florida. Additionally, this corporation shall have  
all of the powers vested in a corporation organized under and  
existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is  
authorized to issue and have outstanding at any time is 100,000  
common shares. Such 100,000 common shares shall consist of one  
class only having a par value of \$.01 per share.

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**ARTICLE V**

The street address of the initial registered office of the corporation is 407 Lincoln Road, Suite 704, Miami Beach, FL 33139. The name of the corporation's initial registered agent at said address is DAVID M. GLASSBERG.

**ARTICLE VI**

The number of directors constituting the initial Board of Directors shall be three (3). The names and street addresses of the initial members of the Board of Directors are:

LYLE B. STERN  
407 Lincoln Road  
Suite 704  
Miami Beach, FL 33139

BRUCE KONIVER  
407 Lincoln Road  
Suite 704  
Miami Beach, FL 33139

NELSON FOX  
407 Lincoln Road  
Suite 704  
Miami Beach, FL 33139

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

**ARTICLE VII**

The name and street address of the incorporator is:

DAVID M. GLASSBERG  
407 Lincoln Road  
Suite 704  
Miami Beach, FL 33139

### ARTICLE VIII

The Corporation shall indemnify and advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act (the "Act"), any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

