

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.)

(CORPORATE NAME & DOCUMENT #)

Aventura Landings III, Inc.

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2.)

(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION

OF

AVENTURA LANDINGS III, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be AVENTURA LANDINGS III, INC.

The principal place of business of this corporation shall be at 5101 COLLINS AVENUE, MIAMI BEACH FL 33140

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, and owning.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 15TH STREET, SUITE 100, Miami, Florida, 33132 and the name of the initial registered agent of the corporation at that address is Louis D. Zaretsky

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The names and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

HOMERO F. MERUELO
5101 Collins Avenue,
MIAMI BEACH, FL 33140

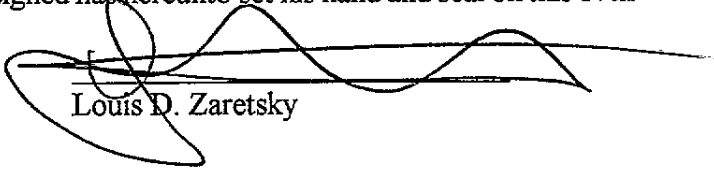
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Louis D. Zaretsky, 555 NE 15TH STREET, SUITE 100, MIAMI FL 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17th day of October, 2000.


Louis D. Zaretsky

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17th day of October, 2000, by Louis D. Zaretsky who is personally known to me. Said person did not take an oath.

Notary Public, State of Florida at Large

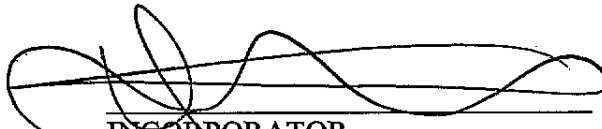
My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:


AVENTURA HOLDINGS III, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named Louis D. Zaretsky 555 NE 15th Street #100, Miami, Florida 33132 as its agent to accept service of process within this State.



INCORPORATOR

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Louis D. Zaretsky