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ACCOUNT NO. : 072100000032
REFERENCE : 911004 5030952
AUTHORIZATION :
COST LIMIT : \$ 70.00

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : November 28, 2000

ORDER TIME : 11:34 AM

ORDER NO. : 911004-010

CUSTOMER NO: 5030952

CUSTOMER: Ms. Penny Arbulu
Phillips, Eisinger, Koss,
Rothstein & Rosenfeldt, P.A.
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

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DOMESTIC FILING

NAME: ONE OCEAN PLAZA 2001, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

js 11/28/00

**ARTICLES OF INCORPORATION
OF
ONE OCEAN PLAZA 2001, INC.**

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**ARTICLE I
NAME**

The name of this corporation shall be:

ONE OCEAN PLAZA 2001, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business and mailing address of this corporation is: One South Ocean Boulevard, Suite 204, Boca Raton, Florida 33432.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger, Esq.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names of the Directors are:

JEAN FRANCOIS ROY
PIERRE MARTIN

The address of the Directors is as follows: One South Ocean Boulevard, Suite 204, Boca Raton, Florida 33432.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

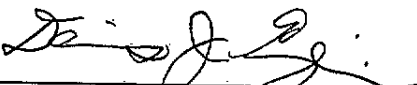
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of November, 2000.



DENNIS J. EISINGER, ESQ., Sole Incorporator

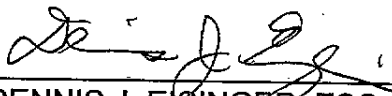
ACCEPTANCE OF REGISTERED AGENT

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HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 21st DAY OF November, 2000.



DENNIS J. EISINGER, ESQ.