0011000



ACCOUNT NO. : 07210000032

938945 4701718 REFERENCE :

AUTHORIZATION:

\$ 70.00 COST LIMIT :

ORDER DATE: December 20, 2000

ORDER TIME : 1:20 PM

ORDER NO. : 938945-005

4701718 CUSTOMER NO:

Denise Enders, Legal Asst CUSTOMER:

Brookhill Management

Corporation

501 Madison Avenue

18th Floor

New York, NY 10022

DOMESTIC_FILING

FLORIDA PORT SAINT LUCIE, INC. NAME:

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

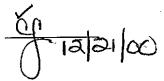
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:



FILED. SECRETARY OF STATE DIVISION OF CORPORATIONS

BROBATTON 00 DEC 20 PM 4: 39

ARTICLES OF INCORPORATION

OF

FLORIDA PORT SAINT LUCIE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: FLORIDA PORT SAINT LUCIE, INC.

The address of the principal office of this corporation shall be 501 Madison Avenue 18th Floor, New York, NY 10022 and the mailing address of the corporation shall be the same.

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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert W. Loschiavo Dir.

501 Madison Avenue, 18th Floor New York, NY 10022

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00 DEC 20 PM 4: 39

ARTICLE VII. INCORPORATOR

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

> Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 20, 2000.

CORPORATION SERVICE COMPANY

By: Jama & Runles
The Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Munlap

Its Agent, Laura R. Dunlap

KLD/jjw