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Account Name : STEARNS WEAVER MILLER, ET AL.
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FLORIDA PROFIT CORPORATION OR P.A.

PHG - River Oaks, Inc.

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**ARTICLES OF INCORPORATION
OF
PHG - RIVER OAKS, INC.**

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PHG - RIVER OAKS, INC.** (the "Corporation").

The address of the principal office and the mailing address of the Corporation is 9400 South
Dadeland Boulevard, Suite 100, Miami, Florida 33156.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful
business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue
is One Hundred (100) shares of common stock, all of which are to have a par value of Ten Dollars
(\$10.00) per share. The Board of Directors shall fix the consideration to be received for each share.
Such consideration shall consist of any tangible or intangible property or benefit to the Corporation,
including cash, promissory notes, services performed or written promises to perform services and
shall have a value, in the judgment of the directors, equivalent to or greater than the full par value
of the shares.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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ARTICLE IV - INITIAL REGISTEREDOFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Patricia K. Green	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIALBOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Louis Wolfson III	9500 South Dadeland Blvd., Suite 100 Miami, Florida 33156
Michael D. Wohl	9500 South Dadeland Blvd., Suite 100 Miami, Florida 33156

H01000000627 9

David O. Deutch 9500 South Dadeland Blvd., Suite 100
Miami, Florida 33156

Mitchell Friedman 9500 South Dadeland Blvd., Suite 100
Miami, Florida 33156

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Patricia K. Green	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board
of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or
director of the Corporation, to the fullest extent permitted by law.

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ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of January, 2001.

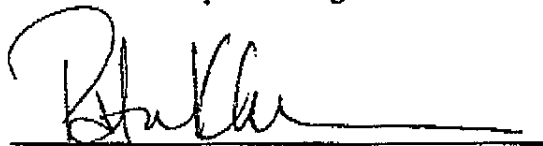

Patricia K. Green, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Patricia K. Green, Registered Agent

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