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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

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**FLORIDA PROFIT CORPORATION OR P.A.**

**CERNO DEVELOPMENT GROUP, INC.**

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FAX AUDIT NO.: H01-19886

ARTICLES OF INCORPORATION  
OF  
CERNO DEVELOPMENT GROUP, INC.

ARTICLE I -- NAME

The name of this corporation is CERNO DEVELOPMENT GROUP, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

116 Alhambra Circle  
Suite 200  
Coral Gables, Florida 33134.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

116 Alhambra Circle  
Suite 200  
Coral Gables, Florida 33134;

and the name and address of the initial registered agent of this corporation are:

Lawrence Beame  
116 Alhambra Circle  
Suite 200  
Coral Gables, Florida 33134.

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INCORPORATOR

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

Lawrence Beame  
116 Alhambra Circle  
Suite 200  
Coral Gables, Florida 33134.

ARTICLE VIII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

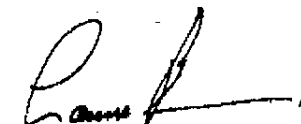
ARTICLE IX -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator as of the 21 day of February, 2001.



Lawrence Beame, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of February 21, 2001.

  
\_\_\_\_\_  
Lawrence Beame, Registered Agent

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