

LAW OFFICES
TAYLOR & EGUSQUIZA, P.A.

NEIL G. TAYLOR
JOHN E. EGUSQUIZA

OF COUNSEL
RON A. COHEN
MICHAEL C. KNECHT

REPLY TO: MIAMI OFFICE

PO1000031044

March 21, 2001

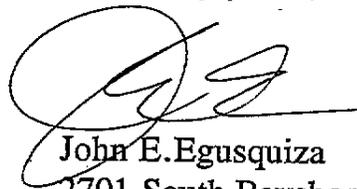
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

900003892949--4
-03/22/01--01072--018
*****87.50 *****87.50

Re: South Beach, Inc

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 for a filing fee, certified copy, and certificate of status.

Very truly yours,



John E. Egusquiza
2701 South Bayshore Drive
Suite 315
Miami, Florida 33133
(305)858-2233

FILED
01 MAR 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 3/27
DOC. EXAM. SeB

G. BULLOCK MAR 27 2001

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**ARTICLES OF INCORPORATION
OF
SOUTH BEACH ACQUISITIONS, INC.**

Pursuant to the provisions of Florida Statute §607 and §621, this Florida Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be :

SOUTH BEACH ACQUISITIONS, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be:

99 Madison Avenue
New York, New York 10016

ARTICLE III

The specific purpose of the corporation is buy, hold, and sell real property. Further, this corporation will explore other means of producing profit and shall not limit its scope to the acquisition of real property.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

The corporation shall issue 100 shares of stock at a par value of \$1.00.

ARTICLES V

President: Gary Cioffi
99 Madison Avenue
New York, New York 10016

ARTICLE VI

The registered agent for this corporation shall be:
The Law Offices of
Taylor & Egusquiza, P.A.
2701 South Bayshore Drive
Suite 315
Miami, Florida 33133

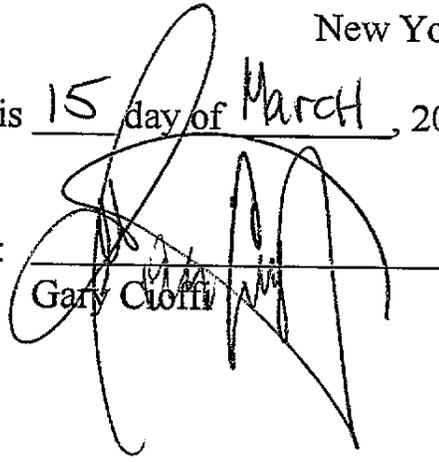
ARTICLE VII

The incorporator of said corporation is :

Gary Cioffi
99 Madison Avenue
New York, New York 10016

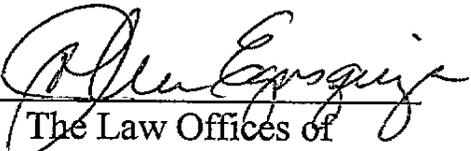
Signed this 15 day of March, 2001

Signature:



Gary Cioffi

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent.

Signature: 
The Law Offices of
Taylor & Egusquiza, P.A.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA