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LAW OFFICES

JOHN C. LUKACS, P.A.

201 Sevilla Avenue Suite 305 • Coral Gables, Florida 33134
TELEPHONE: (305) 445-4425 • FACSIMILE: (305) 445-2210 • E-MAIL: jcl@lukacslaw.com

March 14, 2002

State of Florida, Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

Re: Articles of Incorporation
1102 Ocean Tower One, Inc.

To Whom It may Concern:

Enclosed is an original And one (1) copy of the Articles of Incorporation for 1102 Ocean Tower One, Inc.

Also enclosed is our check made payable to the Department of State, in the amount of $87.50, for the Filing Fee and the cost of a Certified Copy and Certificate of Status.

Thank you.

Very truly yours,

John C. Lukacs

FILED
02 MAR 21 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCL/twm

Enclosures

BM 3/27

Articles of Incorporation
for

1102 OCEAN TOWER ONE, INC.

The undersigned natural person, acting hereby as incorporator, of a corporation under the Florida Law, hereby adopts the following articles of incorporation:

Article I
Name

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02 MAR 21 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be 1102 OCEAN TOWER ONE, INC.

Article II
Principal Office and Initial Registered Agent

The address of the corporation's initial registered office is 201 Sevilla Avenue, Suite 305, Coral Gables, Miami-Dade County, Florida, 33134. The name of the initial registered agent of the corporation at said address is John C. Lukacs.

Article III
Duration

The period of the corporation's duration shall be perpetual or, until dissolved on a vote of the shareholders as provided in these articles.

Article IV
Purpose

The purpose for which the corporation is organized is to purchase and own real property and, to engage in any activity permitted under the laws of the United States and of this state.

Article V
Authorized Shares

The initial number of shares of stock that the corporation shall be authorized to issue or have outstanding is 500 shares. These shares shall be of a single class of common stock.

Article VI
Corporate Powers

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

Article VII
Incorporators

The name and street address of the person signing these articles of incorporation as an incorporator is: John C. Lukacs, 201 Sevilla Avenue, Suite 305, Coral Gables, Miami-Dade County, Florida, 33134.

Article VIII
Directors

The corporation is to be managed by the Board of Directors. The corporation shall have a Board of Directors consisting of not less than one (1) person. The number of Directors may be increased or decreased from time to time by resolution of the majority of the shareholders. The number of directors constituting the initial board of directors is one (1). The name and address of the initial director is John C. Lukacs, Esquire, 201 Sevilla Avenue, Suite 305, Coral Gables, Miami-Dade County, Florida, 33134.

The initial director shall hold office until his successors are elected and qualified as provided in the bylaws. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

Article IX
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article X
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article XI
Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

Article XII
ByLaws

The initial director(s) shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than sixty (60) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

Article XIII
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing corporations.

Article XIV
Dissolution

The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding share of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation, has executed these Articles of Incorporation at Miami, Dade County, Florida, on March 12, 2002.

By: ______________________
John C. Lukacs,
Incorporator

STATE OF FLORIDA)
)
MIAMI-DADE COUNTY)

The preceding Articles of Incorporation of were acknowledged before me on March 12, 2002, by John C. Lukacs. **He is personally known to me,** did not produce identification and did take an oath.

____
Signature of Notary Public

Luz A. Triana
____
Print or type name of Notary Public

Luz Amanda Triana
My Commission DD058731
Expires December 21, 2005

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that he is familiar with, and accepts the obligations, duties and responsibilities as registered agent for said corporation.

By: ______________________
John C. Lukacs, Registered Agent

FILED
02 MAR 21 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
MIAMI-DADE COUNTY)

The preceding Acceptance by Registered Agent for 1102 Ocean Tower One, Inc., was acknowledged before me on March 12, 2002, by John C. Lukacs. **He is personally known to me,** did not produce identification and did take an oath.

____
Signature of Notary Public

Luz A. Triana
Print or type name of Notary Public

Luz Amanda Triana
My Commission DD058731
Expires December 21, 2005