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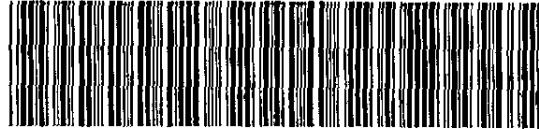
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*[Handwritten signature]*  
1/25/05

**ADORNO & YOSS**  
A LIMITED LIABILITY PARTNERSHIP  
2525 PONCE DE LEON BLVD. SUITE 400  
MIAMI, FLORIDA 33134-6012  
PHONE: (305) 858-5555, FAX: (305) 858-4777  
WWW.ADORNO.COM

CHRISTINA RUSSO

DIRECT LINE: (305) 460-1468  
EMAIL: CRUSSO@ADORNO.COM

January 18, 2005

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

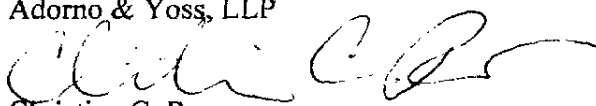
**Re: Palmetto Investments Holding Corp. Articles of Incorporation**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Incorporation on behalf of the captioned company. Also enclosed please find this firm's check in the amount of \$78.75, to cover the requisite filing and certified copy fees for such filing. If you have any questions please call me at (305) 460-1468.

Sincerely,

Adorno & Yoss, LLP

  
Christina C. Russo

**ARTICLES OF INCORPORATION  
OF  
GROUND INVESTMENTS CORP.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Ground Investments Corp. Its principal office address and business mailing address is 18851 Northeast 29<sup>th</sup> Avenue, Suite 900 Aventura, Florida 33180.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce de Leon Boulevard, Suite 400, Miami, Florida 33134-6012, and the initial registered agent of this Corporation at such office shall be Seth P. Joseph, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**FILED**  
2005 JAN 28 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI - INCORPORATOR**

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

**Name**


Seth P. Joseph, Esq.

**Address**

2525 Ponce de Leon Boulevard, Suite 400  
Miami, Florida 33134-6012

Dated: January 18, 2005

By: \_\_\_\_\_

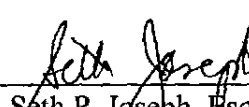
  
Seth P. Joseph, Esq.  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Ground Investments Corp., at the place designated in the Articles of Incorporation, Seth P. Joseph, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: January 18, 2005

By: \_\_\_\_\_

  
Seth P. Joseph, Esq.  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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