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FLORIDA PROFIT CORPORATION OR P.A.

TERRAZAS RIVERPARK MANAGEMENT CORP.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 12, 2005

EXPRESS

SUBJECT: TERRAZAS RIVERPARK MANAGEMENT CORP.
REF: W05000024077

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05 MAY 12 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

TERRAZAS RIVERPARK MANAGEMENT CORP.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be:

TERRAZAS RIVERPARK MANAGEMENT CORP.

Its principal place of business and/or mailing address shall be:

2600 SW Third Avenue
Suite 700
Miami, Florida 33129

**ARTICLE II
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

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ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

C/o Aran Correa Guarch & Shapiro, P.A.
710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

Fernando S. Aran, Esquire

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Miguel Angel Barbagallo
C/o B Developments LLC.
2600 SW 3rd Avenue, Suite 700
Miami, Florida 33129

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INCORPORATOR

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

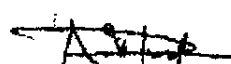
Miguel Angel Barbagallo
C/o B Management Services Corp.
2600 SW 3rd Avenue, Suite 700
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purpose aforesaid, this 9 day of May, 2005.


Miguel Angel Barbagallo
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

THE FOREGOING instrument was acknowledged before me this 9 day of May, 2005, by Miguel Angel Barbagallo, who is personally known to me or who has produced the following as identification: _____ and who did/did


Notary Public, State of Florida

Asnay Rodriguez
Name of Notary, Typed/Printed

00308153
Commission Number

My Commission Expires: 4/7/08



Asnay Rodriguez
Commission #00308153
Expires: Apr 07, 2008
Bonded Through
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE


OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Terrazas Riverpark Management Corp. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at c/o Aran Correa Guarach & Shapiro, P.A., 710 South Dixie Highway, Coral Gables, Florida 33146, has named Fernando S. Aran, Esquire, located thereat as its registered agent to accept service of process within this state.


Miguel Angel Barbegallo
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


FERNANDO S. ARAN
Registered Agent.