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STATE OF FLORIDA
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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SU MERCED CORP.

FAX AUDIT NUMBER: H95000000431

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ARTICLES OF INCORPORATION
OF
SU MERCED CORP.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is SU MERCED CORP.

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

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

THIS DOCUMENT PREPARED BY:

Raul E. Valdes-Fauli, Esq.
Valdes-Fauli, Bischoff,
Kriss & Mandler, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Tower
Miami, Florida 33131
Tel: (305) 376-6097

Florida Bar No.: 203076

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Article IVMailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article VCapital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VIInitial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is VALDES-FAULI CORPORATE SERVICES, INC.

Article VIIDirectors

(a) Number. This corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

| <u>NAME</u> | <u>Street Address</u> |
|----------------------|--|
| Raul E. Valdes-Fauli | One Biscayne Tower, #3400 2 South Biscayne Blvd. Miami, FL 33131 |

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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Article X

Incorporator

The name and street address of the incorporator of this corporation are:

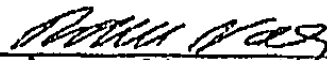
Raul E. Valdes-Fauli, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

Article XI

Amendment


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

IN WITNESS WHEREOF, the incorporator has executed these Articles on January 11, 1995.


Raul E. Valdes-Fauli, Esq.

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on January 11, 1995 by Raul E. Valdes-Fauli, Esq., known personally by me.


Notary Public,
State of Florida at Large
Name: ROSA M. ANCHETA
Title: _____

My Commission Expires:



ROSA M. ANCHETA
My Commission CC421027
Expires Nov. 18, 1996
Bonded by ANG
800-800-0078

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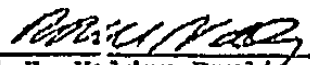
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 40.091, Florida Statutes, the following is submitted:

SU MERCED CORP. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.



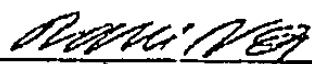
Raul E. Valdes-Fauli, Esq.
Incorporator

Dated: January 11, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By:



Name: Raul E. Valdes-Fauli
Title: President

Dated: January 11, 1995

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