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ADORNO & ZEDER, P.A.

OF COUNSEL

ALAN R. CHASE

PETER N. WEINER

ROBERT M. SONDAK

August 11, 1994

Secretary of State
Filing Secretary
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/18/95--01017--014
****122.50 ****122.50

RE: Bedzow Sunny Isles Corp

Dear Secretary:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above named company. Please return a filed copy to the undersigned in the enclosed self addressed stamped envelope. I have also enclosed a check in the amount of \$122.50 which should cover all filing fees.

If there are any questions or comments, please do not hesitate to contact the undersigned.

Sincerely,


Ronald R. Fieldstone

Encl.

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FILED
95 JAN 17 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN JAN 18 1995

ARTICLES OF INCORPORATION
OF
BEDZOW SUNNY ISLES CORP.

FILED
95 JAN 17 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BEDZOW SUNNY ISLES CORP.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

9999 Collins Avenue
Apt. 16K
Miami Beach, FL

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Benjamin Bedzow	9999 Collins Avenue Apt. 16K Miami Beach, FL

ARTICLE VIII - INCORPORATOR

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

Name	Address
Benjamin Bedzow	9999 Collins Avenue Apt. 16K Miami Beach, FL

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

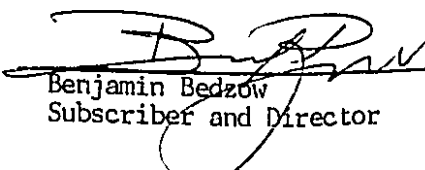
ARTICLE I - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of December, 1994.


Benjamin Bedzow
Subscriber and Director

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Benjamin Bedzow, who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of December, 1994.

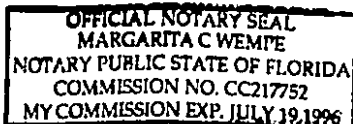

Signature

Margarita C. Wempe

Print (Notary's Name)

Notary Public, State of Florida

Notarial Seal:




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JAN 17 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.


1. The name of the corporation is: BEDZOW SUNNY ISLES CORP.
2. The name and address of the registered agent and office is:

Ronald R. Fieldstone
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133


Benjamin Bedzow
Title: President

Date: 12-23-94

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Ronald R. Fieldstone

Date: 1/9/95