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FROM: ADORNO & ZEDER, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

SUITE 1600

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KEYSTONE INTERNATIONAL REALTY, INC.

FAX AUDIT NUMBER: H95000000737

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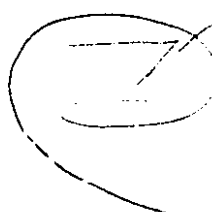
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**ADORNO & ZEDER**

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33133

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ARTICLES OF INCORPORATION  
OF

Keystone International Realty, Inc.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Keystone International Realty, Inc.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of capital stock which the corporation is authorized to issue and have outstanding at any time shall be:

Fax Audit No. 895000000737

THIS INSTRUMENT PREPARED BY:  
MARTIN J. WASH - FL BAR 057934  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133  
305/858-5555

Fax Audit No. 895000000737

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ .01	Common -- Class A (Voting)
9,000	\$ .01	Common -- Class B (Non-Voting)

The capital stock of the corporation shall have the following rights, preferences, designations, and limitations:

(1) Voting Rights.

(a) Common Stock - Class "A". Each holder of shares of Common Stock - Class "A" of this corporation shall be entitled to one (1) vote for each share of such stock standing in his name at the time of any meeting of stockholders of the corporation.

(b) Common Stock - Class "B". Each holder of shares of Common Stock - Class "B" of this corporation shall not be entitled to any vote at any meeting of stockholders of the corporation or at any other time or place with respect to any matter relating or with respect to, in connection with, or in any shape or form associated with the corporation, including, without limitation, its business, operations, or assets. Such shares are non-voting shares of the corporation.

(2) Other Rights. In all respects other than voting rights, as stated above, all rights, privileges, preferences, and immunities of Common Stock - Class "A" and Common Stock - Class "B" shall be identical.

ARTICLE V

The principal office and mailing address of the initial registered office of the corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of the corporation at that address shall be A & Registered Agent Corporation.

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ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>NAME</u>	<u>Address</u>
Maria Lorida Toledo	260 Crandon Boulevard Suite 82 Key Biscayne, FL 33149

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

<u>NAME</u>	<u>Address</u>
Maria Lorida Toledo	260 Crandon Boulevard Suite 82 Key Biscayne, FL 33149

Executed at Miami, Florida on January 13, 1985.

Incorporator

*Maria Lorida Toledo*  
Maria Lorida Toledo

STATE OF FLORIDA  
COUNTY OF DADE

}  
} ss.:

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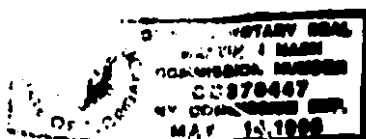
The foregoing instrument was acknowledged before me this 13th day

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of January, 1985 by Maria Lorida Toledo, a resident of the State of Florida,  
residing at 260 Crandon Boulevard, Suite 52, Key Biscayne, Florida 33149, who  
is personally known to me or who has produced \_\_\_\_\_  
as identification.



*Martin J. Nash*  
Notary Public  
State of Florida at Large  
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Keystone  
International Realty, Inc., the undersigned accepts such appointment, agrees  
to act in such capacity and accepts the obligations imposed by Florida  
Statutes Section 607.0508.

*Martin J. Nash*  
By: Martin J. Nash, Vice President  
A E Registered Agent Corporation

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3-22-85