

CORPORATION INFORMATION
SERVICES, INC.
1201 HAY STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

CSC networks

800-342-8086

P95000006024

RECEIVED
JAN 24 10:18
DIVISION OF CORPORATION

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 529287 4656A

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 122.50

ORDER DATE : January 24, 1995

ORDER TIME : 9:38 AM

ORDER NO. : 529287

800001887638

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
P. O. Box 12890

Miami, FL 33101-2890

DOMESTIC FILING

P95000006024

NEED TODAY

NAME: ISLAND GOVERNOR, INC.

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE
1-23-95

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *7/2*

1-24-95
02/4

FILED
95 JAN 24 12:45
TALLAHASSEE, FL 32310

GREENBERG

ATTORNEYS AT LAW

TRAURIG

Leonard J. Adler	Michael J. Cherniga	Steven S. Goodman	Nancy R. Lash	Michael G. Park	Charles E. Styer, Jr.
Fernando C. Alonso	Ary Chouk	Matthew H. Gorman	Moshe M. Leiffield	Marshall R. Pasternack	Joel L. Stocker
Cesar L. Alvarez	Sue M. Gold	Dianne Greenberg	James P. S. Lebow	Sylvia S. Penney	Douglas R. Thornburg
Liliana Armas	C. Deryl Couch	Melvin N. Greenberg	Marc S. Levin	Sheldon S. Polish	Robert H. Traurig
Daniel H. Atkinson	Alan T. Diamond	Robert L. Grossman	Gacar Levin	Roberto R. Papi	Peter L. Tunk
David C. Ashburn	Trini L. Donato	Barbara A. Hall	Michael P. Levinson	Albert D. Quindel	Brian J. Walsh
Charles M. Auslander	Lucia A. Dougherty	Paige A. Harper	Norman H. Lipoff	Vivian Pardo Quiroga	Keith Wasserstrom
David T. Azrin	Constance R. Duff	Fred E. Harris, Jr.	Carlos E. Loumiet	C. Ryan Rosta	Jeffrey Weithorn
Fred W. Baggett	William B. Eck	Sтивен M. Hoffman	Juan P. Loumiet	Mark J. Hejman	David E. Wells
Kerri L. Barsh	Kenneth Edelman	Alberto M. Hernandez	Bruce E. Macdonough	Darry Scott Richard	Bradford D. West
Hilarie Bass	Arthur J. England, Jr.	Jeffrey A. Hirsch	Robert P. Macinn	Douglas J. Hillstone	Howard W. Whitaker
V. Dawn Belgrey	Gary M. Epstein	Kenneth C. Hoffman	Alfred J. Malefatto	A. Jeffrey Robinson	Jerrold A. Wish
Norman J. Benford	Elvira A. Escribano	Larry J. Hoffman	Samantha D. Malloy	Kenneth R. Robinson	Timothy D. Wolfe
Lisa J. Berger	Henry H. (Bucky) Fox	Kenneth A. Horky	Fernando Margarit	Raquel A. Rodriguez	Linda G. Wintus
Dale S. Bergman	Joze L. Freeland	Gerald J. Houlahan	Ines Marrero-Priego	Alan H. Holnick	Julie A. Zahner
Paul Berkowitz	Jeffrey B. Fried	Andrew Hulsh	Enrique J. Martin	Marvin S. Rosen	
Bridget Berry	Robin E. Friedman	John B. Hutton	Roberto Mattines	Richard A. Rosenbaum	
Mark E. Bideau	Robert C. Gang	Keith A. James	Pedro J. Martinez-Fraga	Ronald M. Rosengarten	
Lawrence Jon Birby	Richard G. Garrett	Martin Kalle	Joel D. Maser	David L. Ross	
Mark D. Bloom	Brian K. Gari	Steven M. Katzman	Juan J. Mayol, Jr.	Gary A. Saul	
Reginald L. Boulthillier, Jr.	David J. George	David S. Kenin	Robert R. McDonald	Elliot H. Scherker	
Howard Bregman	Jeffrey Gilbert	Holly W. Kimmel	John T. Metzger	Mark P. Schnapp	
Blake D. Briggold	Laurie L. Giblin	Steven J. Kravitz	Mauri H. Olicker	Clifford A. Schulman	
Francis B. Brown, Jr.	Bruce H. Gile-Klein	J. D. Boone Kuersteiner	Rebecca R. Orand	Randy J. Shaw	
Burt Bruton	Richard J. Glavin	Christopher L. Kurzner	Debbie M. Orshofsky	Paul A. Shelowitz	
Bernardo Bustein	Lawrence Gudofsky	Ronald C. LaFace	Alleen Ortega	Brian J. Sherr	
Joseph A. Carballa	Joel K. Goldman	Gustavo J. Lamelas	A. Friesner Parla	Marlene K. Silverman	
Diane Wagner Carr	Steven E. Goldman	Steven A. Landy	Steven J. Perla	Holly H. Skolnick	
David R. Chase	Joseph G. Goldstein	Steven R. Lapidus	Rose Parish-Ramon	Laura P. Stephenson	

Elizabeth C. Galvin, L.A.
305-789-5449

January 23, 1995

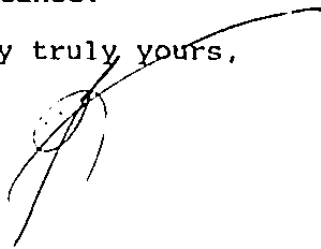
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: ISLAND GOVERNOR, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



EFFECTIVE DATE
1-23-95

ARTICLES OF INCORPORATION
OF

ISLAND GOVERNOR, INC.

FILED

95 JAN 24 1995

SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ISLAND GOVERNOR, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Susan (Wendy) Hurt, 1330 Ocean Drive - 4th Floor - Miami Beach, FL 33139.

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

ARTICLE VI

This Corporation shall commence its existence effective as of January 23, 1995.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

SUSAN (WENDY) HART
1330 Ocean Drive - 4th Floor
Miami Beach, FL 33139

LAWRENCE MESTEL
825 Eighth Avenue - 24th Floor
New York, NY 10019

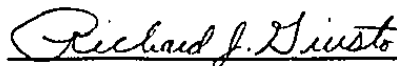
ARTICLE VIII

The name of the Incorporator is Richard J. Giusto, and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of January, 1995.



RICHARD J. GIUSTO - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ISLAND GOVERNOR, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES,
INC., Registered Agent

BY:



Patricia Pizzuto, Agent for Registered Agent

Dated: January 24, 1995.

P95000006024
GREENBERG
TRAUBIG

Leonard J. Adler	Michael J. Chernoga	Steven S. Goodman	Nancy B. Lash	Michael G. Park	Charles E. Stiver, Jr.
Fernando C. Alonso	Ary Choukky	Matthew B. Gerson	Moche M. Leblond	Marshall R. Pasternack	Joel E. Stocker
Grant E. Alvarez	Sue M. Cobb	Dianne Greenberg	James P. S. Leblow	Sylvia S. Penney	Douglas B. Thornburg
Edmund Armas	C. Deryl Couch	Melvin S. Greenberg	Marc S. Levin	Sheldon S. Tishak	Robert H. Traurig
Daniel H. Aronson	Alan I. Diamond	Robert E. Grossman	Oscar Levin	Roberto R. Papa	Peter L. Tunik
David C. Ashburn	Tim I. Dunato	Barbara A. Hall	Michael P. Levinson	Albert D. Quenel	Brian J. Walsh
Charles M. Auslander	Lynn A. Dougherty	Paige A. Harper	Norman H. Lipoff	Vivian Pazos Quintana	Keith Wasserstrom
David T. Azrin	Candace H. Dull	Fred F. Harris, Jr.	Carlos E. Loumlet	C. Ryan Bretz	Jeffrey Weinhorn
Fred W. Baggett	William B. Eck	Steven M. Hoffman	Juan P. Loumlet	Mark J. Beniman	David E. Wells
Kerr L. Barsh	Kenneth Edelman	Alberto M. Hernandez	Bruce E. Macdonough	Harry Scott Richard	Bradford D. West
Hilary Bass	Arthur J. England, Jr.	Jeffrey A. Hirsch	Robert P. Maclean	Douglas J. Billstone	Howard W. Whitaker
V. Dawn Belghy	Gary M. Epstein	Kenneth C. Hoffman	Alfred J. Malefakis	A. Jeffrey Robinson	Jerrold A. Wish
Norman J. Bendford	Elvira A. Ecorthano	Larry J. Hoffman	Samantha D. Malloy	Kenneth B. Robinson	Timothy D. Wolfe
Lisa J. Berger	Henry H. (Bucky) Fox	Kenneth A. Horky	Fernando Margarit	Raquel A. Rodriguez	Linda G. Wortan
Dale S. Bergman	Jorge L. Fireland	Gerald J. Houlahan	Bruce Martore Priegues	Alan H. Rubinik	Julie A. Zahraet
Paul Berkowitz	Jeffrey R. Fried	Andrew Hulsh	Enrique J. Martin	Marvin S. Rosen	
Bridget Berry	Robin E. Friedman	John B. Hutton	Roberto Martinez	Richard A. Rosenbaum	
Mark E. Bidreau	Robert C. Gang	Keith A. James	Pedro J. Martinez-Fraga	Ronald M. Rosengarten	
Laurence Jon Billely	Richard G. Garrett	Martin Kalb	Joel D. Maser	David L. Ross	
Mark D. Bloom	Brian K. Gatt	Steven M. Katzman	Juan J. Mayol, Jr.	Gary A. Saul	
Reginald L. Bonthallier, Jr.	David J. George	David S. Kenin	Robert R. McDonald	Elliot H. Scherker	T. Wayne Davis, of Counsel
Howard Bregman	Jeffrey Gilbert	Holly W. Kimmel	John T. Metzger	Mark P. Schnapp	Arnold J. Hoffman, of Counsel
Blake D. Bringgold	Laurie L. Gilman	Steven J. Kowitz	Matty B. Olicker	Clifford A. Schulman	Patrick T. O'Brien, of Counsel
Francis B. Bragan, Jr.	Bruce H. Giles-Klein	J. D. Boone Kuersteiner	Rebecca R. Orand	Randy J. Shaw	Allan Salovin, of Counsel
Burt Bruton	Richard J. Glusto	Christopher L. Kuzner	Debbie M. Orloffsky	Paul A. Shelowitz	Paul E. Shapiro, of Counsel
Bernardo Bursstein	Lawrence Golofsky	Ronald C. LaFace	Aileen Ortega	Brian J. Sherr	Graig E. Stein, of Counsel
Joseph A. Carballo	Joel K. Goldman	Gustavo J. Lamelas	A. Friesner Pardo	Madlene K. Silverman	Marc M. Watson, of Counsel
Diane Wagner Carr	Steven E. Goldman	Steven A. Landy	Stewan J. Pardo	Holly R. Skolnick	
David R. Chase	Joseph G. Goldstein	Steven B. Lapilus	Rose Parish-Ramon	Laura P. Stephenson	Zachary H. Wolff, Retired

Elizabeth C. Galvin, L.A.
305-789-5449

February 1, 1995

Ms. Karen Byer, Bureau Chief
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: ISLAND GOVERNOR, INC. - #P95000006024 - Filed January 23, 1995

Dear Karen:

This is to advise that the principal address and the mailing address for the captioned corporation was incorrectly listed and should read as indicated below:

1330 OCEAN DRIVE
4th Floor
Miami Beach, FL 33139

Please change the State records to reflect the above address. As always, many thanks, and should there be any questions, please feel free to call me.

Best regards,

[Signature]

2.2.95
JW