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TO: DIVISION OF CORPORATIONS

FROM: VALDES-PAULI, BISCHOFF, KRIGG & MAND

DEPARTMENT OF STATE

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STATE OF FLORIDA

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409 EAST GAINES STREET

MIAMI FL 33131-02-

TALLAHASSEE, FL 32399

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((H95000001007))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRIDGE GOVERNOR ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000001007

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DEPT OF CORP. STATION

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*(Signature)*

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FAX AUDIT NO.: H95000001007

ARTICLES OF INCORPORATION  
OF  
BRIDGE GOVERNOR ASSOCIATES, INC.

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 BRIDGE GOVERNOR ASSOCIATES, INC.

The corporation's initial principal place of business shall be 230 Fifth Street, Miami Beach, FL 33139.

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:

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli &  
Stewart, P.A.  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131  
Tel: (305) 376-6068

Florida Bar No.: 0710430

FAX AUDIT NO.: H95000001007

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Article IVMailing Address

The initial mailing address of the corporation is 230 Fifth Street, Miami Beach, FL 33139.

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 (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one..

FAX AUDIT NO.: M95000001007

(b) Initial Directors. The name and street address of the sole director of the corporation is:

Name

Mark J. Scheor

Street Address

One Biscayne Tower, #3400  
2 S. Biscayne Blvd.  
Miami, FL 331391

(c) Compensation. The Board of Directors are 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 VIIIIndemnification

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 IXBylaws

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.

FAX AUDIT NO.: H95000001007

Article XIncorporator

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

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
One Biscayne Tower, Suite 3400  
2 S. Biscayne Blvd.  
Miami, Florida 33131

Article XIAmendment

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 25, 1995.


  
Mark J. Scheer, Esq.

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

The foregoing instrument was acknowledged before me on January 25, 1995, by Mark J. Scheer, Esq., known personally by me.



ROSA M. ANCHETA  
My Commission CC421027  
Expires Nov. 18, 1998  
Bonded by A.M.I.  
NOV-REG-6878

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

[NOTARIAL SEAL]

My Commission Expires:



ROSA M. ANCHETA  
My Commission CC421027  
Expires Nov. 18, 1998  
Bonded by A.M.I.  
NOV-REG-6878

-4- FAX AUDIT NO.: H95000001007

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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 48.091, Florida Statutes, the following is submitted:

BRIDGE GOVERNOR ASSOCIATES, INC. 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.



Mark J. Schuer, Esq., Incorporator

Dated: January 25, 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: \_\_\_\_\_

Mark J. Schuer, Vice President  
Registered Agent

Dated: January 25, 1995