

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

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

P95000021093
800-342-0086

ACCOUNT NO. : 072100000032

REFERENCE : 560075 869010

AUTHORIZATION :

000001428840
-03/14/95--01068--009
****122.50 ****122.50

COST LIMIT : * PREPAID

ORDER DATE : March 14, 1995

ORDER TIME : 11:11 AM

ORDER NO. : 560075

CUSTOMER NO: 869010

CUSTOMER: Ma. Jennifer Connors - 86901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

FILED
95 MAR 14 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

P95000021093

NAME: **B.W. CORPORATION**
Bay Winds miami

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

3-14-95
02/A

RECEIVED
95 MAR 14 AM 11:27
DIVISION OF CORPORATION

045-5731
789,505,611



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 15, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: B.W. CORPORATION
Ref. Number: W95000005731

We have received your document for B.W. CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 695A00011497

ARTICLES OF INCORPORATION
OF

BAYWINDS MIAMI CORPORATION

The undersigned subscriber to these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

BAYWINDS MIAMI CORPORATION

The principal place of business of this corporation shall be 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory of nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is **SCOTT L. WARFMAN**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
95 MAR 14 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The name(s) and street address of the initial member of the Board of Directors is:

GEORGE KUHL
145 King Street W
Suite 1002
Toronto, Ontario
Canada M5H3X6

ARTICLE VII. OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

GEORGE KUHL President, Secretary,
145 King Street W and Treasurer
Suite 1002
Toronto, Ontario
Canada M5H3X6

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Scott L. Warfman, Esq.
1101 Brickell Avenue
Suite 1400
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 13 day of MARCH, 1995.

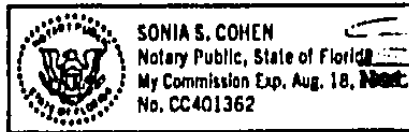

SCOTT L. WARFMAN

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of March, 1995 by Scott L. Warfman, who is personally known to me.



The undersigned hereby accepts designation as Resident Agent for the Corporation at the address set forth in Article IV of the Articles of Incorporation pursuant to Section 48.091, Florida Statutes.


SCOTT L. WARFMAN