

LAW OFFICES

RASCO & REININGER
PROFESSIONAL ASSOCIATION

THE WATERFORD
5100 BLUE LAGOON DRIVE, SUITE 700
MIAMI, FLORIDA 33126
TELEPHONE (305) 261-0500
TELEFAX (305) 267-1787

March 22, 1995

SALOMON B. ESQUENAZI
NICOLAS FERNANDEZ
HECTOR E. LORA
JANE B. PALMIER
LUIS A. PEREZ
RAMON E. RASCO
STEVEN R. REININGER
MERCEDES M. SELLEK

LYNN M. DANNHEISSER
JOSE MANUEL PALLI
OF COUNSEL

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300001440423
-03/27/95--01045--019
****122.50 ****122.50

Re: MIRAGE HOLDINGS, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, with photocopies of same attached thereto, for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 representing your filing fee and fee for certified copy.

Kindly file said articles and return the certified copy to the attention of the undersigned at the address indicated above.

Thank you for your attention to this matter.

Very truly yours,

RASCO & REININGER, P.A.

Josefina C. Chaviano
Josefina C. Chaviano
Corporate Legal Assistant

/jcc
Encl.

corp\1439-2\soa-ART.1tr

Dmp
3/29/95

FILED
95 MAR 27 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
MIRAGE HOLDINGS, INC.**

95 MAR 27 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **MIRAGE HOLDINGS, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

MIRAGE HOLDINGS, INC.

and the principal place of business is:

C/O Miami Corporate Systems
5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in real estate transactions and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Charles J. Dumont

P.O. Box 1409-Old Parham Road
St. John's, Antigua (Antilles)

Georgette Dumont

P.O. Box 1409-Old Parham Road
St. John's, Antigua (Antilles)

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

NICOLAS FERNANDEZ, ESQ. 5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126

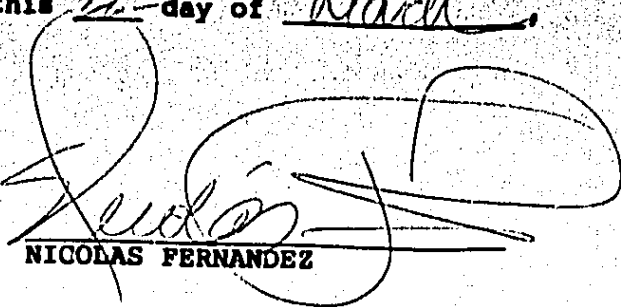
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 1995.


NICOLAS FERNANDEZ

FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

MAR 27 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for MIRAGE HOLDINGS, INC., in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By: 
Nicolas Fernandez,
Assistant Vice President

corp\dumont.art