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P500027322

ACCOUNT NO. : 072100000032

REFERENCE : 573112 4656A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : April 6, 1995

500001449475

ORDER TIME : 9:54 AM

ORDER NO. : 573112

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

RUSH WILL WAIT

DOMESTIC FILING

RUSH WILL WAIT

NAME: BOCA QUAY HOLDINGS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: **T. BROWN** APR - 6 1995

FILED
95 APR - 6 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

April 5, 1995

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

RE: BOCA QUAY HOLDINGS, 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.

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

Very truly yours,



**ARTICLES OF INCORPORATION
OF
BOCA QUAY HOLDINGS, INC.**

FILED
95 APR -6 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BOCA QUAY HOLDINGS, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: William D. Horvitz, 1 East Broward Boulevard, #1101, Ft. Lauderdale, FL 33301.

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 1 East Broward Boulevard, City of Ft. Lauderdale, County of Broward, State of Florida 33301, and the name of its initial registered agent at such office is **William D. Horvitz**.

ARTICLE VI

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 is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

William D. Horvitz
1 East Broward Boulevard, #1101
Ft. Lauderdale, FL 33301

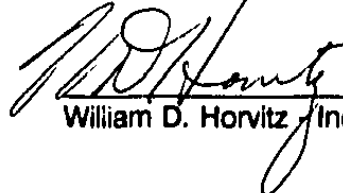
ARTICLE VII

The name of the Incorporator is William D. Horvitz and the address of the Incorporator is 1 East Broward Boulevard - #1101, Ft. Lauderdale, FL 33301.

ARTICLE VIII

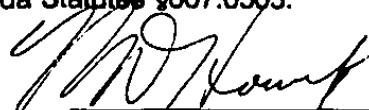
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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 3rd day of April, 1995.


William D. Horvitz, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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


William D. Horvitz, Registered Agent

Dated: April 3rd, 1995.