J201 HAY& STREET TATLAHASSEL, IL 32301 90 (-222-917)

800-342-8086



90 (*222-0393 FAX

ACCOUNT NO. 1 072100000032

REFERENCE i 579137

4133A

AUTHORIZATION :

COST LIMIT : 9 122.50

ORDER DATE: April 13, 1995

ORDER TIME : 10:56 AM

ORDER NO. : 579137

CUSTOMER NO:

41334

CUSTOMER: Marcia Cox, Legal Assistant

STEARNS WEAVER HILLER WEISSLER

ALHADEFF & SITTERSON, P.A. Museum Tower, Suite 2200 150 West Flagler Street

Miami, FL 33130

700001455627

DOMESTIC FILING

NAME: TH 65 CORP.

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: APR 1 3 1995 BSB

ARTICLES OF INCORPORATION

OF

TH 65 CORP.

FILED

CS APR 13 PH 1: 29

MICRETARY OF STATE

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is TH 65 Corp. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2200 Museum Tower, 150 West Flagler Street, Miami, Florida 33130.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Namo

Address

Marcia Cox

2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

<u>Address</u>

Marcia Cox

2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall evested in each of the Board of Directors and the shareholder of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indomnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of April, 1995.

Marcia Cox, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

Marcia Cox, Registered Agent

1:1W-CO1070000000ART-INC:SDA

WEISSLER ALHADEF MUSEUM TOWER

150 WEST FLAGLER STREET MIAMI, FLORIDA 33130

MIAMI (208) 786-3200 + BROWARD (208) 483-8440 FAX (308) 788-3386

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MICHAEL E REVER HONERS & RUMONCIFEEN SICMAN A LANH VERWIN L LEWIN REVIN B. 1804 JOY SPILLS LUMBEN BRIAN 2, MICHOUGH ANTONIO R. MEMINIAZ PRANCINCO J. MENENDEZ ALIKH W MILLER ALIAM C MIRHCON VICEFLYIM MONITOL HARGES S MISCHEFFLES, JR HARGES AMBATHER MARKER CHARGE

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SECRETARY CALCAMO AMAR DISTANT CHO KIANA AMETIC TORRES DEMME IL TURNER ROMALD L. WEAVER NOMES (, WEIGHTER PATHICIA II. WILLER RARRAR (, WILHITE MARIN & WOODS

DWINE FREED NUMBER COLPANIA MICHINA BOMETE

April 16, 1996

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Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Certified No. Z 360 031 530 Return Receipt Requested

Re: TH 65 Corp.

To Whom It May Concern:

I have enclosed one fully executed original of Articles of Dissolution and a copy thereof, for the above referenced corporation, and a check in the amount of \$87.50 to cover the filing fees and a certified copy.

Please file the original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305)789-3545, if you should need any further information. Thank you for your cooperation.

Very truly yours,

Marcia K. Cox Legal Assistant

/mkc **Enclosures** Stuart D. Ames, Esq. cc:

1/MKC\DAILY\SEC-ST.DIS

N. HENDINGUID APR 2 4 1996

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FILED

ARTICLES OF DISSOLUTION

96 APR 19 AH 10: 02

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

TH 65 CORP.

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the unlersigned, being the President and Secretary of TH 65 Corp., a Florida corporation (the "Corporation"), does hereby adopt the following Articles of Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the Corporation is: TH 65 CORP.
- 2. The dissolution of the Corporation was authorized by the sole director and all of the shareholders of the Corporation by Joint Written Consent on April 5, 1996.
- 3. The number of votes cast in favor of dissolution was sufficient for approval.
- 4. The effective date of these Articles of Dissolution is the date on which these Articles of Dissolution are filed with the Secretary of State.

Dated: April 5, 1996

TH 65 CORP.

By: Antonio R. Menendez

Its: President and Secretary

STATE OF FLORIDA

jss.

COUNTY OF DADE

The foregoing instrument was acknowledged before me this day of April, 1996 by Antonio R. Menendez, as President and Secretary of TH 65 Corp., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and did not take an oath.

Print or Stamp Name: MARITZA VILLAR Notary Public, State of Florida at Large

Commission No.:

My Commission Expires;

MADETA VILLAR NY DONO CODELA DE 50084 DEPASSE DESERVET DE 1993 Barded Tamer Energy Public Undowners