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P95000029070

ACCOUNT NO. : 072100000032

REFERENCE : 579137 4133A

AUTHORIZATION :

Patricia Pignotti

COST LIMIT : 9 122.50

ORDER DATE : April 13, 1995

ORDER TIME : 10:56 AM

ORDER NO. : 579137

CUSTOMER NO: 4133A

CUSTOMER: Marcia Cox, Legal Assistant
STEARNS WEAVER MILLER 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:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

APR 13 1995 BSB

FILED
APR 13 PM 1:29
RECEIVED
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
TH 65 CORP.**

FILED
05 APR 13 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

<u>Name</u>	<u>Address</u>
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:

<u>Name</u>	<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 be vested in each of the Board of Directors and the shareholder of the Corporation.

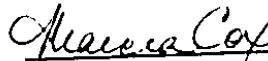
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify 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.



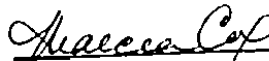
Marcia Cox,
Incorporator

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

TAMPA

ARTICLES OF DISSOLUTION
OF
TH 65 CORP.

FILED

96 APR 19 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned, 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.

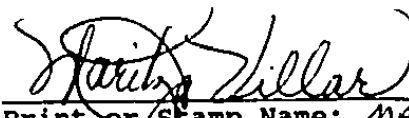
By:


Antonio R. Menendez

Its: President and Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th 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: _____

