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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000001

REFERENCE : 629676 *Patricia Tzyts* 6386A

AUTHORIZATION :

COST LIMIT : \$ 122.50

800001528148

ORDER DATE : June 30, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 629676

CUSTOMER NO: 6386A

CUSTOMER: Justin Wilson, Legal Assistant
ADORNO & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

*File
1st*

DOMESTIC FILING

NAME: 65-45 MIRACLE MILE, INC.

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: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUN 30 1995

FILED
95 JUN 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
65-45 MIRACLE MILE, INC.**

FILED
95 JUN 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLES I

The name of the corporation shall be:

65-45 MIRACLE MILE, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, divided into two classes, the designation and par values of each such class being, as follows:

(A) 1,000 shares of Class A Common Capital Stock, having a par value of \$.01 per share and an aggregate par value of \$10.00.

(B) 9,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$.01 per share and an aggregate par value of \$90.00.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Robert C. Fielding
Park Regent Building
184 Bradley Place
Palm Beach, Florida 33480

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133

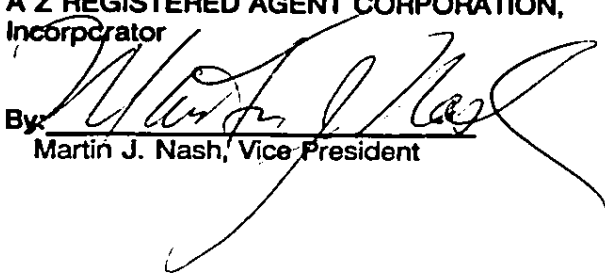
ARTICLE VIII

The mailing address of the corporation shall be:

Park Regent Building
184 Bradley Place
Palm Beach, Florida 33480

Executed at Miami, Florida this 26th day of May, 1995.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: 
Martin J. Nash, Vice President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of 65-45 MIRACLE MILE, INC.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 26th day of May, 1995.

**A Z REGISTERED AGENT CORPORATION,
Registered Agent**

By: 

Martin J. Nash, Vice President

**FILED
95 JUN 30 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T:\TRANSFER\JUSTIN\65-45\ARTICLES