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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARNHODAC FLORIDA, INC.

FAX AUDIT NUMBER: H96000000950

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**ARTICLES OF INCORPORATION
OF
BARHODAC FLORIDA, INC.**

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ARTICLE I.

NAME

The Name of the Corporation is BARHODAC FLORIDA, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The objects for which the Corporation is established shall be for the purpose of acquiring, managing and selling real estate in the United States. In order to accomplish this purpose, the Corporation's powers are unrestricted and shall include, but not be limited to, the following:

A. To purchase all types of commercial and non-commercial real estate in the United States.

B. To manage all real estate owned by the Corporation.

FILED BY:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TEL. (305) 358-5800
FLA. BAR NO. 153444

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C. To lease property owned by the Corporation and to manage such properties and collect the rents pursuant to lease agreements entered into between the Corporation and lessors.

D. To own and hold shares of stock in corporations organized in the United States and corporations organized in foreign jurisdictions.

E. To open bank accounts in the United States, Monaco, Geneva, Switzerland and Hong Kong.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 3,500 shares with par value of \$1,000.00 per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

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ARTICLE VII.**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VIII.**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of two persons.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAME	ADDRESS
Jacques Gaston Fernand Barbary	Rivergate Plaza, Suite 300 444 Brickell Avenue Miami, Florida 33131
Jacqueline Francine Hodac	Rivergate Plaza, Suite 300 444 Brickell Avenue Miami, Florida 33131

ARTICLE IX.**INCORPORATOR**

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

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ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 18 day of January, 1996.



Stewart A. Markin

STATE OF FLORIDA)

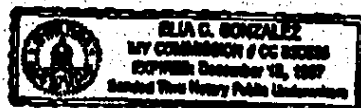
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Markin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18 day of January, 1996.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BARNODAC FLORIDA, INC.

2. The name and address of the Registered Agent and office:

**STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

January 18, 1996.

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