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STATE OF FLORIDA
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FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000001055))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MIAMI TRACT 3 CORPORATION

FAX AUDIT NUMBER: H96000001055

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

80:8 AM 23 JAN 96

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FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State

January 23, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MIAMI TRACT 3 CORPORATION *OR***ARBUS INC.**
REF: W96000001653

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

****See Article I and R.A. Certificate.****

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000001055
Letter Number: 296A00002803

H96000001055

CARLOS J. ARBOLEYA, ESQ. JR.
FL. BAR NO. 817155
2100 PONCE DE LEON BLVD.
SUITE 1100
CORAL GABLES, FL 33134
(305) 446.0076

ARTICLES OF INCORPORATION
OF
MIAMI TRACT 3 CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is MIAMI TRACT 3 CORPORATION.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Carlos J. Arboleya Jr., Esquire, 2100 Ponce de Leon Blvd., Suite 1100, Coral Gables, Florida 33134.

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ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have six(6) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Alfredo M. Carbonell	9295 SW 108 Street, Miami, Florida 33156
Elizabeth P. Carbonell	9295 SW 108 Street, Miami, Florida 33156
Ernesto Rodriguez	13046 SW 2nd Court Miami, Florida 33184
Marta C. Hernandez	13046 SW 2nd Court Miami, Florida 33184
Alfonso Arrasola	12351 SW 97 Terrace Miami, Florida 33186
Maria Cristina Arrasola	12351 SW 97 Terrace Miami, Florida 33186

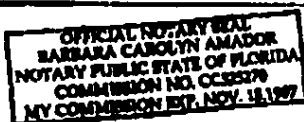
ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDENNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is:
9655 South Dixie Hwy., Miami, Florida 33156

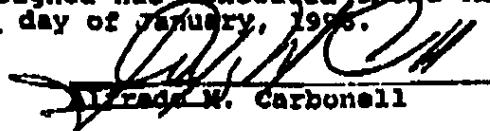
ARTICLE XI-INCORPORATOR

The person signing these articles is Alfredo M. Carbonell, of
 9295 SW 108 Street, Miami, Fl. 33176.

ARTICLE XII-AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 9 day of January, 1996.

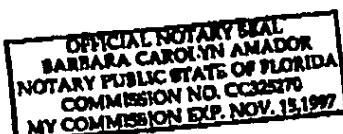

 Alfredo M. Carbonell

State of Florida)
 County of Dade)

The foregoing instrument was acknowledged before me this 9 day of January, 1996, by Alfredo M. Carbonell, who is personally known to me or who has produced Florida Driver's License as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of Miami Tract 3 Corporation, and acknowledged before me that he executed those Articles of Incorporation.


 NOTARY PUBLIC, STATE OF
 FLORIDA.
 Name: Robert C. Burdick

My Commission Expires:



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

MIAMI TRACT 3 CORPORATION

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Miami Tract 3 Corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation at City of Coral Gables, County of Dade, State of Florida, has named CARLOS J. ARBOLEYA JR., located at 2100 Ponce de Leon Blvd., Suite 1100, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


By: 
Signature of
Registered Agent

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JAN 19 PM 3:55
CLERK OF STATE
TREASURY, FLORIDA

State of Florida)

County of Dade)

The foregoing instrument was acknowledged before me this 9 day of January, 1996, by Carlos J. Arboleya, Jr., who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC, STATE OF
FLORIDA
Name: Barbara Carolyn Amador

My Commission Expires:

