

1204 HAYS STREET
TALLAHASSEE, FL 32301-5607
904-222-9171
904-222-0393 FAX

800-342-8086



P96000102035

PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 193096, 4303929

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : December 18, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 193096-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

700002032607--3

DOMESTIC FILING

NAME: TRG BEACH ONE, INC.

EFFECTIVE DATE:

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: Kathy Drake

EXAMINER'S INITIALS:

RECEIVED
96 DEC 18 AM 11:28
DIVISION OF CORPORATION
Dmc 12/18/96
FILED
96 DEC 18 PM 1:53
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRG BEACH ONE, INC.**

FILED
96 DEC 18 PM 1:53
STATE OF FLORIDA

ARTICLE I

The name of the corporation is TRG BEACH ONE, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 2828 Coral Way, PH Suite, Miami, FL 33145.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2828 Coral Way, PH Suite, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Angel Hernandez**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Marcelo Alvarez
2828 Coral Way
PH Suite
Miami, Florida 33145

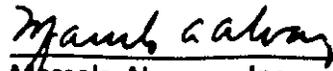
ARTICLE VII

The name of the Incorporator is Marcelo Alvarez, 2828 Coral Way, PH Suite, Miami, Florida 33145.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

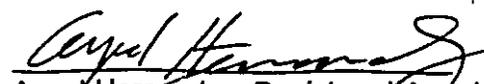
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of December, 1996.



Marcelo Alvarez - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TRG BEACH ONE, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Angel Hernandez, Registered Agent
Dated: December 16th, 1996