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TRANSMITTAL LETTER

February 14, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-02/15/96--01067--003
****122.50 ****122.50

SUBJECT: PORTOFINO BY THE SEA CORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 representing Filing and Certified Copy fees. Also enclosed is a prepaid federal express envelope to expedite the return process.

Please direct any questions you may have to Faith Livesay at the phone number listed below. Your prompt attention is greatly appreciated.

Sincerely,

Reza Yazdani

5800 West Cypress Street
Suite 261
Tampa, Florida 33607
Daytime Telephone No. (813) 289-5505

FILED
96 FEB 15 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5800
2/15/96

ARTICLES OF INCORPORATION

FILED

96 FEB 15 PM 1:58

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Portofino By The Sea Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5300 West Cypress Street
Suite 261
Tampa, Florida 33607

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

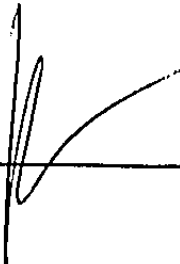
Mr. Reza Yazdani
5300 West Cypress Street
Suite 261
Tampa, Florida 33607

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Mr. Reza Yazdani
5300 West Cypress Street
Suite 261
Tampa, Florida 33607

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14 day of February, 1996.



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

Portofino By The Sea Corporation

2. The name and address of the registered agent and office is:

Mr. Reza Yazdani
5300 West Cypress Street
Suite 261
Tampa, Florida 33607

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 appointments as 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 - Reza Yazdani

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96 FEB 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA