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Law Offices of
SHERMAN & CASTRO
A partnership of Professional Associations
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Thomas G. Sherman, P.A.

Telephone (305) 448-5898

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February 22, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700001722927
-02/23/96--01071--008
****122.50 ****122.50

Re: THE URBANA CORPORATION

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

EFFECTIVE DATE
2-25-96

Sincerely,

Barbara Sanjurjo

BARBARA SANJURJO
LEGAL ASSISTANT

FEB 26 1996 BSB

ENCLS.

FILED
96 FEB 23 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2-25-96

FILED

96 FEB 23 AM 9:57

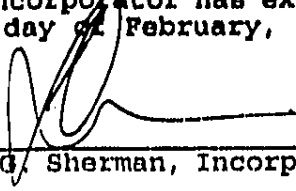
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE URBANA CORPORATION

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is THE URBANA CORPORATION (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 1191 NW 100 Way, Plantation, Florida 33322
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the F. Laws but shall never be less than one. The name and address of the initial directors of the Corporation are: LAUREN GROSSMAN, 1191 NW 100 Way, Plantation, Florida 33322 and DARREN SUKENICK, 1191 NW 100 Way, Plantation, Florida 33322.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on February 25, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of February, 1996.

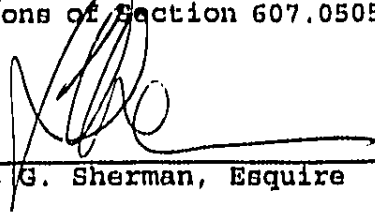


Thomas G. Sherman, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
96 FEB 23 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esquire