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ACCOUNT NO. 4 472500000032

REFERENCE # 059645 4312611

AUTHORIZATION # *Patricia Pyjunt*

COST LIMIT # \$ 122.50

ORDER DATE # February 26, 1996

ORDER TIME # 12:37 PM

400001724304

ORDER NO. # 059645

CUSTOMER NO# 4312611

CUSTOMER: Sonia S. Cohen, Legal Asst
NORMAN & BLOOM

Suite 1400
1101 Brickell Avenue
Miami, FL 33131

EFFECTIVE DATE
FEB 23 1996

DOMESTIC FILING

NAME: SONOMA PROPERTIES, 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: Maria L. Newport

EXAMINER'S INITIALS:

T. BROWN FEB 27 1996

FILED
96 FEB 26 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
FEB 23 1996

ARTICLES OF INCORPORATION
OF
SONOMA PROPERTIES, INC.

FILED
96 FEB 26 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **SONOMA PROPERTIES, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV.

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent and the initial registered office and mailing office of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is LEONARD H. BLOOM.

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first

year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Leonard H. Bloom	1101 Brickell Avenue Suite 1400 Miami, Florida 33131

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

Leonard H. Bloom

1101 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE XI

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE XII

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 23rd day of February, 1996.



LEONARD H. BLOOM

STATE OF FLORIDA)

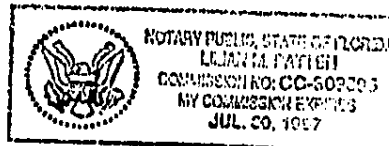
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
LEONARD H. BLOOM, to me known to be the person who subscribed to
the foregoing Articles of Incorporation and acknowledged that he
freely and voluntarily executed the said Articles of Incorporation
for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of
February, 1996.


Notary Public, State of Florida
at Large

c:\cp\Sonoma.art



**CERTIFICATE OF DESIGNATING RESIDENT AGENT
AND RESIDENT OFFICE**

96 FEB 26 8 12 16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.


DESIGNATION

SONOMA PROPERTIES, INC.

desiring to organize under the laws of the State of Florida, hereby designates **LEONARD H. BLOOM** its registered agent and 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

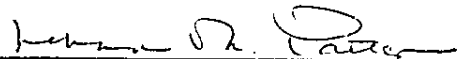

LEONARD H. BLOOM

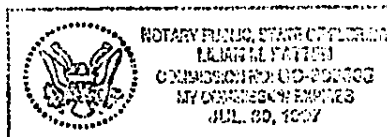
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LEONARD H. BLOOM, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 23 day of February, 1996.


Notary Public, State of Florida
at Large



P96000017787

Jacques Devaleix - 8478 E. Sunset Avenue, W. Palm Beach, FL 33412

September 17, 1997

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

Re: SONOMA PROPERTIES, INC.
Ref. Number: P96000017787

Dear Sir or Madam:

Only late afternoon yesterday we were able to obtain from our lawyer the FBI number, which is:

65-0645472

However, since yesterday was the last day for mailing in the form, we sent it without the number. Could you please add it to our application?

Thank you for your anticipated attention to this matter.

Sincerely yours,

J. Devaleix
Jacques Devaleix

JMC
9/23/97