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DIVISION OF CORPORATION

ACCOUNT NO. : 07210000032

REFERENCE : 866321 4301929

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ ~~131.25~~ 131.25

ORDER DATE : March 1, 1996

ORDER TIME : 11:22 AM

ORDER NO. : 866321

CUSTOMER NO: 4303929

300001729553

CUSTOMER: Myrna Anne Norman, Legal Asst.
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3230

DOMESTIC FILING

NAME: EAL ASSET COMPANY NO. 1, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS:

T. BROWN MAR - 4 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Melvin N. Greenberg
(1928-1994)

Myrna Anne Norman
(305) 789-5375

February 29, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: EAL ASSET COMPANY NO. 1, INC.

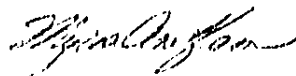
Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
February 29, 1996
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Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Anne Norman".

Myrna Anne Norman
Legal Assistant

ARTICLES OF INCORPORATION
OF
EAL ASSET COMPANY NO. 1, INC.

FILED
96 MAR -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is EAL ASSET COMPANY NO. 1, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9300 N.W. 36th Street, Miami, Florida 33178, Miami, Florida 33128.

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.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 all votes entitled to be cast 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 in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

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 (1), and the name of the member of the initial Board of Directors who is to serve as the Corporation's sole director until his successor is duly elected and qualified is:

John J. Sicilian

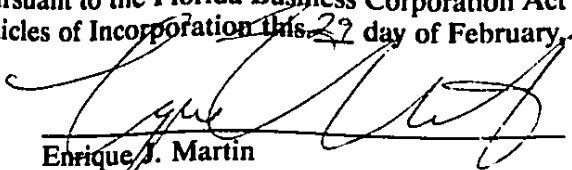
ARTICLE VII

The name of the Incorporator is Enrique J. Martin and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any 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 27 day of February, 1996.


Enrique J. Martin
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of EAL ASSET COMPANY NO. 1, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

EAL ASSET COMPANY NO. 1, INC.

By: Laura R. Dunlap
Registered Agent

CORPORATION SERVICE COMPANY
LAURA R. DUNLAP, AS AGENT
DATED: February 2, 1996.

FILED
96 MAR -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA