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HORNBY, SACHER, ZEILMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1401 BRICKELL AVE. #UE

SUITE 700

MIAMI, FLORIDA 33131

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April 9, 1996

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

SECRET 1780929
-04715796--01122--0005
****122.50 ****122.50

Re: Hornsby Capital, Inc.

Dear Sir/Madame:

Enclosed for filing are an original and one copy of the Articles of Incorporation of the above-referenced corporation and a check in the amount of \$122.50 representing the filing fees and the fee for a certified copy.

For your convenience, we have enclosed a self-addressed, postage paid envelope for the return of the certified copy.

Thank you for your attention to this matter.

Sincerely,

Jackie Gerstenfeld
Jackie Gerstenfeld
Assistant to
Cyrus E. Hornsby, III

/jjg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HORNSBY CAPITAL, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Hornsby Capital, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131 and the corporation's mailing address is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon filing these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Cyrus E. Hornsby, III. The street address of the initial registered office of the corporation in the State of Florida is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is Cyrus E. Hornsby, III.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Cyrus E. Hornsby, III, 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE IX

BYLAWS

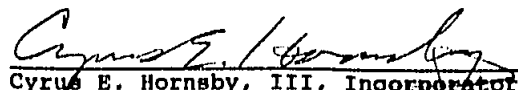
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

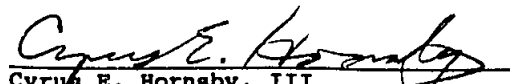
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of April, 1996.


Cyrus E. Hornsby, III, Incorporator

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 9th day of April, 1996.


Cyrus E. Hornsby, III
Registered Agent

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96 APR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA