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May 13, 1996

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Florida Dept. of State
Secretary of State, Division of Corporations
Attn: Doris McDuffie
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of
Global Prudential Investments Company

Attn: Doris McDuffie:

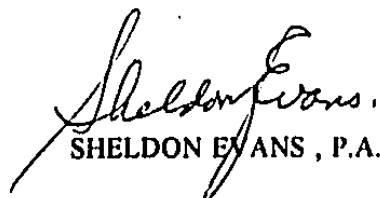
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed herewith please find Original Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$122.50 for filing fees relating thereto.

We also enclose a self-addressed stamped envelope for your expedited return to us of the Recorded Articles and Registration Certificate.

Thank you in advance for your assistance herein.

Very truly yours,


SHELDON EVANS, P.A.

SE/msm
Enclosures

KR 5-27-96

ARTICLES OF INCORPORATION

Global Prudential Investments Company a Florida Corporation

I, the undersigned incorporator of this corporation under Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: Global Prudential Investments Company

ARTICLE II

The general nature of the business to be conducted by this Corporation is:

1. The corporation has, for its objective, the acquisition of property, improvement thereof; re-sale, leasing or any other activities related to all said buildings, property and improvements as well as the investment of proceeds derived from of all property rights of buildings built or not built, of which it will be able to become owner or proprietor.
2. To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
3. To purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in, create liens upon, sell, convey, or otherwise dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected with, or suitable, necessary, or convenient for, any of the purposes enumerated herein including all or any part of parts of the properties, assets, business and goodwill or any persons, firms, associations or corporations.

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4. To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, except a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock have a par value of \$1.00. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation. All of such stock when issued shall be fully paid for and exempt from assessment.

No stockholder of this Corporation shall, because of his ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities (equity, debt or otherwise) or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLE IV

The corporations shall have perpetual existence.

ARTICLE V

The principal office of this Corporation shall be 13000 North Calusa Club Drive, Miami, Florida 33186, or such other place as may be designated by the Board of Directors.

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, and as set forth in the By-Laws as to the method of Election of Directors, but in no case shall the number of directors be less than one.

ARTICLE VI

The name and addresses of the members of the first Board of Directors are:

Name

Address

Lillian R. Carlo

13000 North Calusa Club Drive
Miami, Florida 33186

ARTICLE VII

The Registered Agent of the Corporation to accept service of process within the State of Florida is initially designated as Lillian R. Carlo, 13000 North Calusa Club Drive, Miami, Florida 33186, who by her signing of these Articles of Incorporation accepts this designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open the office for service of process. The registered office of the Corporation shall be at 13000 North Calusa Club Drive, Miami, Florida 33186.

ARTICLE VIII

The name of the members of the initial officers are:

NAME

TITLE

Lillian R. Carlo

President/Secretary/Treasurer

ARTICLE IX

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purposes of authorizing any such contract or transaction with alike force and effect as if he were not so interested or were not a director, member or officer of such other corporation, firm, association or partnership.

ARTICLE X

The name and address of the sole incorporator and subscriber is:

Name

Address

Lillian R. Carlo

13000 North Calusa Club Drive
Miami, Florida 33186

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____
day of May / 1, 1996.

Lillian R. Carlo

Lillian R. Carlo, as
Sole Incorporator

Lillian R. Carlo

Lillian R. Carlo, as
Registered Agent/Acceptance Acknowledged

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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