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RONALD FIELDSTONE, PA
PAUL A. LESTER, PA
DAVID SHEAR, PA

FIELDSTONE LESTER & SHEAR
IS OF COUNSEL TO
HARVEY CHIDEN KOPPE
HERTZBERG & CHATKIN, PA

June 5, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001856978
-06/10/96--01023--015
****122.50 ****122.50

RE: HARBOR ISLAND PARTNERS, INC.

Gentlemen:

Enclosed you will find the original and one copy of Articles of Incorporation of HARBOR ISLAND PARTNERS, INC. for filing. Also enclosed is our check in the sum of \$122.50, representing your fees.

If you have any questions, please feel free to contact our office.

Sincerely,

RRF
Ronald R. Fieldstone

RRF/cs

Encls.

FILED
96 JUN 10 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUN 12 1996

ARTICLES OF INCORPORATION
OF
HARBOR ISLAND PARTNERS, INC.

FILED
96 JUN 10 AM 9:12
STATE
MILWAUKEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is HARBOR ISLAND PARTNERS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

7900 Larry Paskow Way
North Bay Village
Miami, Florida 33141

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Rosalee Paskow	7900 Larry Paskow Way N. Bay Village Miami, Florida 33141
Michaal Paskow	7900 Larry Paskow Way N. Bay Village Miami, Florida 33141
Geoffrey Paskow	7900 Larry Paskow Way N. Bay Village Miami, Florida 33141
Ira Paskow	7900 Larry Paskow Way N. Bay Village Miami, Florida 33141

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

Ira Paskow
7900 Larry Paskow Way
N. Bay Village
Miami, Florida 33141

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.


ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

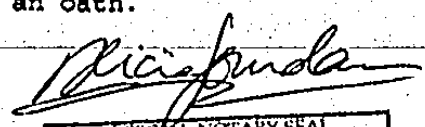
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of May, 1996.


Ira Paskow
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ira Paskow who is known to me or who has produced Florida Driver License as identification and who did take an oath.


OFFICIAL NOTARY SEAL
ALICIA JOURDAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC301356
MY COMMISSION EXP. JULY 12, 1997

MAY-17-96 FRI 14:34

FIELDSTONE LESTER SHEAR

FAX NO. 13059821505

P.08

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: HARBOR ISLAND PARTNERS, INC.

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone
FIELDSTONE LESTER & SHEAR
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33133



IRA PASKOW

Title: Incorporator

Date: 6-5, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ronald R. Fieldstone

Date: 6-5, 1996.