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904-222-0771
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096000056369



PRESTIGE HALL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 009261 4332563

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 3, 1996

ORDER TIME : 10:44 AM

ORDER NO. : 009261

CUSTOMER NO: 4332563

CUSTOMER: Margee Ryder, Legal Assistant
OLLE, MACAULAY & ZORRILLA,
P.A.
1402 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

400001883824
-07/03/96--01076--025
****122.50 ****122.50

DOMESTIC FILING

NAME: DESTINATION RAILWAYS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

g
7/3/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 PM 1:11

RECEIVED
96 JUL -3 AM 11:36
DIVISION OF CORPORATION

OLLE, MACAULAY & ZONNILLA, P.A.

ATTORNEYS AT LAW
1408 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 358-9200
TELECOMMI (305) 358-9617

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DIVISION OF CORPORATIONS
96 JUL -3 PM 1:11

July 2, 1996

HAND DELIVERED

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

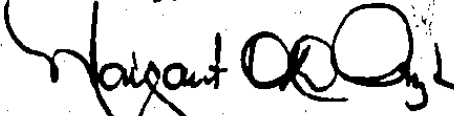
DESTINATION RAILWAYS, INC.

Ladies or Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope.

Sincerely,



Margaret O.D. Ryder
Legal Assistant

MODR

Enclosures

CC: Ray Monteleone (w/enc)

1517001\L\Destinat.Att

RECEIVED
96 JUL -3 PM 1:17
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JUL -3 PM 1:11

OF

DESTINATION RAILWAYS, INC.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Destination Railways, Inc. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with

the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Ray Monteleone	3965 North 32nd Terrace Hollywood, Florida 33021

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Dennis J. Olle	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131


Dennis J. Olle
Dennis J. Olle, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

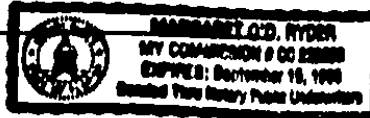
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -3 PM 1:11

The foregoing Articles of Incorporation of Destination Railways, Inc. were acknowledged before me this 2nd day of July, 1996, by Dennis J. Olle, an Incorporator, who is personally known to me.


Margaret D. Ryder
Notary Public, State of Florida

My Commission Expires:



(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Destination Railways, Inc. the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 2, 1996


Dennis J. Olle