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PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 019190 7104837

AUTHORIZATION *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : July 15, 1996

ORDER TIME : 9:15 AM

ORDER NO. : 019190

CUSTOMER NO: 7104837

CUSTOMER: Kenneth R. Bernstein, Esq
TURNBERRY ASSOCIATES

400001893064

Suite 400
2875 N. E. 191st Street
Aventura, FL 33180

DOMESTIC FILING

NAME: TURNBERRY CALIENTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 AM 11:46

96 JUL 15 AM 10:19
DIVISION OF CORPORATIONS
FILED

EFFECTIVE DATE
7/12/96
ARTICLES OF INCORPORATION
OF
TURNBERRY CALIENTE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 AM 11:46

ARTICLE I
NAME

The name of this corporation shall be:

TURNBERRY CALIENTE, INC.

ARTICLE II
DURATION

This corporation shall commence its existence on July 12, 1996.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 2875 N.E. 191st Street, Suite #400, Aventura, Florida 33180.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 2875 N. E. 191st Street, Suite #400 Aventura, Florida 33180, and the name of the initial registered agent is Kenneth Bernstein, Esq.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the Director is: Jeffrey Soffer, 2875 N. E. 191st Street, Suite #400, Aventura, Florida 33180.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is: Kenneth R. Bernstein, Esq., 2875 N. E. 191st Street, Suite #400, Aventura, Florida 33180.

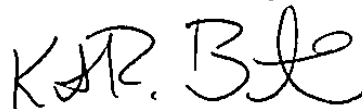
ARTICLE X
BY-LAWS

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of July 1996.



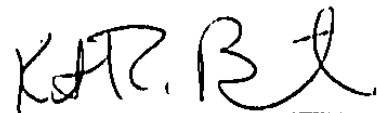
Kenneth R. Bernstein, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 12TH DAY OF JULY, 1996.

BY:



Kenneth R. Bernstein, Esq.

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