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EFFECTIVE DATE

7/22/96

8:23 PM

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FLORIDA DIVISION OF CORPORATIONS

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((H96000010151))

TO: DIVISION OF CORPORATIONS

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFIC

DEPARTMENT OF STATE

2 S BISCAYNE BLVD

STATE OF FLORIDA

ONE BISCAYNE TOWER SUITE 3400

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: MARIA FELICIANO

FAX: (904) 922-4000

PHONE: (305) 376-6037

FAX: (305) 376-6010

((H96000010151))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VESTFUND (II) CORPORATION

FAX AUDIT NUMBER: H96000010151

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/22/1996

TIME REQUESTED: 15:23:39

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JD

07/23/96 11:00

20:21:02 07 JUL 96

07/23/96

FAX AUDIT NO.: M96000010151

ARTICLES OF INCORPORATION
OF
VESTFUND (II) CORPORATION

EFFECTIVE DATE
7/20/96

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is VESTFUND (II) CORPORATION.

The corporation's initial principal place of business shall be 501 Brickell Key Drive, Suite 500, Miami, Florida 33131.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

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

THIS DOCUMENT PREPARED BY:

Richard J. Bischoff, Esq.
Gunster, Yoakley, Valdes-Pauli &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6016

Florida Bar No.: 140232

FAX AUDIT NO.: M96000010151

FAX AUDIT NO.: E96000010151

Article IV

Mailing Address

The initial mailing address of the corporation is 501 Brickell Key Drive, Suite 500, Miami, Florida 33131.

Article V

Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

Class I Voting Common Stock - 25,000 shares with no par value
Class II Nonvoting Common Stock - 75,000 shares with no par value

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

Article VII

Directors

(a) **Number.** This corporation shall have two (2) directors initially which shall be appointed by the incorporator. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from

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establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation are:

Richard J. Bischoff, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

Article XI

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on July 21, 1996.



Richard J. Bischoff, Esq.

FAX AUDIT NO.: H960000010151

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

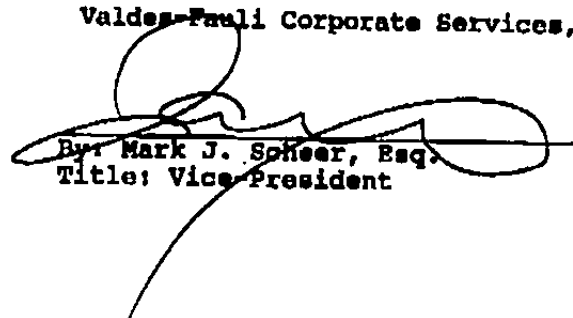
VESTFUND (II) CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc. located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.


Richard J. Bischoff, Esq.
Incorporator

Dated: July 22, 1996

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.


By: Mark J. Scheer, Esq.
Title: Vice President

Dated: July 22, 1996
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07/25/96

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7/25/96

FLORIDA DIVISION OF CORPORATIONS

9:56 AM

PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS

FROM: GUNSTER, YOKLEY, ETAL. (MIAMI OFFICE)

DEPARTMENT OF STATE

28 DISCAYNE BLVD

STATE OF FLORIDA

ONE BISCAYNE TOWER SUITE 3400

409 EAST GAINES STREET

MIAMI FL 33131-

TALLAHASSEE, FL 32399

CONTACT: MARIA FELICIANO

FAX: (904) 922-4000

PHONE: (305) 376-6037

FAX: (305) 376-6010

((H96000010292))

DOCUMENT TYPE: BASIC AMENDMENT

NAMR: VESTFUND (II) CORPORATION

FAX AUDIT NUMBER: H96000010292

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/25/1996

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96 JUL 30 PM 4:34
TALLAHASSEE, FLORIDA

00520, 00577, 00524, 00671

the auto g-fre.
were filed 7/23/96.
Please correct doc.

cc: reporter memo

Lynda

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96 JUL 29 AM 7:26

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07/30/96 TUE 14:30 FAX 305 370 0010 GVV-PAS, P.A.
04-022-3700 07/30/96 13:43 Fl. Dept. of State pl /1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1996

VESTFUND (II) CORPORATION
501 BRICKELL KEY DRIVE STE 500
MIAMI, FL 33131

Attn. Linda Stitt

1 904 422 4000

SUBJECT: VESTFUND (II) CORPORATION
REF: P96000061714

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Articles of Correction must describe the document being corrected (including the file date) or attach a copy of the defective document to the Articles of Correction.

The articles of incorporation were filed on July 23, 1996. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6937.

Jerri Weinmann
Staff Assistant

FAX Aud. #: H96000010292
Letter Number: 996A00036219

NOTED 08/01/96 10:00 AM

41:3 PM 30 JUL 96

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NO. H96000010292

**ARTICLES OF CORRECTION
TO THE ARTICLES OF INCORPORATION
OF
VESTFUND (II) CORPORATION**

The undersigned incorporator of VESTFUND (II) CORPORATION, a corporation organized under the laws of the State of Florida on July 23, 1996, document No. P96000061714, pursuant to Section 607.0124 of the Florida Statutes hereby submits the following Articles of Correction:

1. Article V, section (a) of the Articles of Incorporation of the corporation filed on July 23, 1996, erroneously designated the shares as no par value shares instead of assigning a par value of US\$0.01 per share.
2. Article V, section (a) is hereby corrected by the undersigned incorporator to read as follows:

Article V
Capital Stock

- (a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

Class I Voting Common Stock - 25,000 shares with a par value of US\$0.01 each.

Class II Nonvoting Common Stock - 75,000 shares with a par value of US\$0.01 each.


This document prepared by:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 So. Biscayne Blvd., Suite 3400
Miami, Florida 33131
Florida Bar No. 0710430
(305)376-6040

FAX AUDIT NO. H96000010292

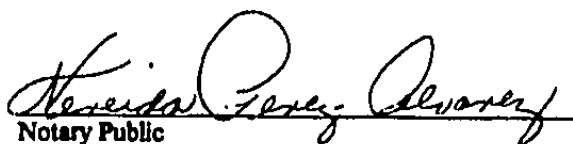
FAX AUDIT NO. H96000010292

IN WITNESS WHEREOF, the incorporator of VESTFUND (II) CORPORATION executes
these Articles of Correction this 26 day of July, 1996.


Richard J. Bischoff, Esq.
Incorporator

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on July 26, 1996 by Richard J.
Bischoff, Esq., known personally by me.


Notary Public
State of Florida at Large
Name: Nereida Perez-Alvarez

My Commission Expires:

0126924.01



FAX AUDIT NO. H96000010292