networks 96 AUG 15 AN 11: 30 PHONEL PARTITION OF ACCOUNT NO. : 072100000032 ONYSION OF CORPORATION REFERENCE : 054161 ...4303929 AUTHORIZATION : alvina ligato COST LIMIT : \$ 122.50 ORDER DATE : August 14, 1996 ORDER TIME : 4:24 PM ORDER NO. : 054161 CUSTOMER NO: 4303929 CUSTOMER: Esther J. Forbes, Legal Asst GREENBERG TRAURIG HOFFMAN 300001922993 LIPOFF ROSEN & QUENTEL, P. A. 20th Floor 1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME: PRIMARY PROPERTY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

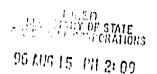
__ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF



PRIMARY PROPERTY GROUP, INC.

ARTICLE I

The name of the corporation is PRIMARY PROPERTY GROUP, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the malling address of the Corporation is 1001 South Bayshore Drive, 12th Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Joanna Iglesias.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and

ETH/VAINSTEENS/444049.2/00/13/94

address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Bradley S. Weiss 1001 South Bayshore Drive 12th Floor Mlami, Florida 33132

ARTICLE VII

The name of the Incorporator is Joanna Iglesias and the address of the Incorporator is 1221 Brickell Avenue, Mlami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of August, 1996.

Joanna Iglesias - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PRIMARY PROPERTY GROUP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Joanna Iglesias - Registered Agent

Dated: August 13, 1996

EIN/ve1NE141N2/444069.2/00/13/96