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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100800032

REFERENCE : 054555 4303929

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

96 AUG 15 AM 11:28

DIVISION OF CORPORATION

ORDER DATE : August 15, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 054555

CUSTOMER NO: 4303929

1996081519280008

CUSTOMER: Myrna Anne Norman, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: AIRE TIRC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

af 8/15/96

96 AUG 15 PM 2:08
DIVISION OF STATE
CORPORATIONS

GREENBERG TRAUBIG

FLORIDA
STATE
CORPORATIONS
26 AUG 15 PM 2:03

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Myrna Anne Norman
(305) 789-5375

August 14, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: AIRE TIRC, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

ARTICLES OF INCORPORATION

OF

AIRE TIRC, INC.

ARTICLE I

The name of the corporation is AIRE TIRC, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 5252 La Gorce Drive, Miami Beach, Florida 33140.

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

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 all votes entitled to be cast 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.

FILED
CLERK OF STATE
CORPORATIONS
96 AUG 15 PM 2:00

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 5252 La Goree Drive, Florida, 33140, City of Miami Beach, County of Dade, and the name of its initial registered agent at such office is Steven E. Goldman.

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 three (3), and the names of the members of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Richard Ulloa
Joel Levy
Steven E. Goldman

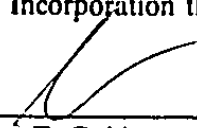
ARTICLE VII

The name of the Incorporator is Steven E. Goldman and the address of the Incorporator is 5252 La Goree Drive, Miami Beach, Florida 33140.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any 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 13 day of August, 1996.



Steven E. Goldman
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 15 PM 2:08

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

By: 

Steven E. Goldman, Registered Agent

DATED: August 13 1996.