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EMPIRE CORPORATE KIT

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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 302-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COCONUT GROVE WAY, PHASE II, CORPORATION

FAX AUDIT NUMBER: H96000011772

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/22/1996

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DIVISION OF CORPORATIONS

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95 AUG 22 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF
COCONUT GROVE BAY, PHASE II, CORPORATION****ARTICLE I****NAME**

The name of the Corporation is COCONUT GROVE BAY, PHASE II, CORPORATION

ARTICLE II**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE III**PERMITTED ACTIVITY**

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

ARTICLE IV**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:
Stephen A. Froeman, Esquire
Fla. Bar No. 146795
Froeman Buttermann & Habor
520 Brickell Key Drive, 0-305
Miami, Florida 33131

(305) 374-3800

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ARTICLE V**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent at that address is Stephen A. Freeman.

ARTICLE VII**DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

Joseph Horn

1395 Brickell Avenue, 8th Floor
Miami, Florida 33131

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ARTICLE VIII INCORPORATOR


The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of August, 1996.



Stephen A. Freeman

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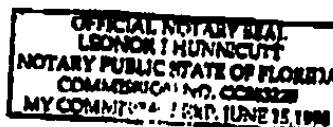
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Stephen A. Freeman, who
[] produced _____ as identification or who [x] is personally known to me to be the
person who executed the foregoing Articles of Incorporation and he acknowledged before me
according to law, that he made and subscribed the same for the purpose therein mentioned and set
forth.

WITNESS my hand and official seal in the County and State named above this 23 day of
August, 1996.

My commission expires:


Notary Public - State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: COCONUT GROVE BAY, PHASE II, CORPORATION.
2. The name and address of the Registered agent and office is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature: _____

Stephen A. Freeman

Title: Registered Agent

Date: August 22, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Stephen A. Freeman

Date: August 22, 1996.

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