

P96000073523
McClaskey & Associates
ATTORNEYS AND COUNSELLORS AT LAW

August 30, 1996

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
Tallahassee, FL 32301

100001338291
-09/04/96--01099--003
****122.50 ****122.50

Re: Articles of Incorporation
ODESSA RIDEAU HOLDINGS, LTD.

EFFECTIVE DATE
8.29.96

Dear Sir or Madam:

Enclosed please find an original and a copy of the above referenced for ODESSA RIDEAU HOLDINGS, LTD. and a check in the amount of \$122.50.

Please return a certified copy of the Articles to our office in the enclosed AirBorne Express envelope. If you have any questions, please call our office. Thank you.

Very truly yours,

McCLASKEY & FARR

M. Quintana
MIRIAM QUINTANA, Secretary to
ROBERT M. McCLASKEY, JR.

/mq
Enclosures

Enclosures

SEP 5 1996 BSB
Miriam Quintana GAVE
AUG 30 1996 BY PHONE TO
COPY Suffix Ltd., Inc.
DATE 9/5/96
DOC. EXAM BSB

505

ARTICLES OF INCORPORATION

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

FILED
96 SEP -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ODESSA RIDEAU HOLDINGS, LTD., INC.

ARTICLE II

EFFECTIVE DATE
8-29-96

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual. The principal place of business of the corporation is: 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146.

ARTICLE V

The effective date of these Articles of Incorporation is August 29, 1996.

ARTICLE VI

The street address of the initial registered office of the corporation is 1550 Madruga Avenue, Suite 120, Coral Gables, Florida and the initial registered agent of the corporation at that address is Robert M. McClaskoy, Jr.

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name(s) and address(es) of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until his/her/their successor(s) is/are elected and qualified is/are:

DIRECTOR	ADDRESS
Dr. Carlos Hevia	9365 S.W. 81 Avenue, Miami, FL 33152

ARTICLE VIII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE X

The name and address of the person signing these Articles is:

Robert M. McClaskey, Jr.
1550 Madruga Avenue
Suite 120
Coral Gables, FL 33146

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XII

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

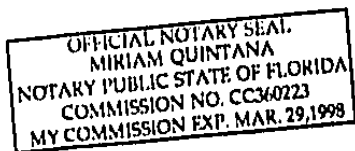
EXECUTED this 30 day of August, 1996.


ROBERT M. McCLASKEY, JR.

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERT M. McCLASKEY, JR. to me known to be the person who subscribed to the foregoing Articles of Incorporation of ODESSA RIDEAU HOLDINGS, LTD., and he acknowledged INC. that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 30 day of August, 1996.




NOTARY PUBLIC, STATE OF FLORIDA
MIRIAM QUINTANA

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT

AND

REGISTERED OFFICE

FILED
96 SEP -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

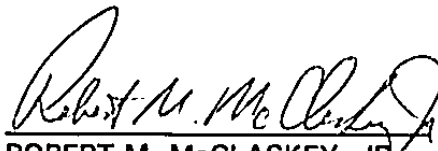
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ODESSA RIDEAU HOLDINGS, LTD., desiring to organize under the laws of the State of Florida, hereby designates ROBERT M. McCLASKEY, JR. as its registered agent and 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146 as its registered office.

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



ROBERT M. McCLASKEY, JR.
1550 Madruga Avenue
Coral Gables, Florida 33146

(305) 661-4600 - phone
(305) 284-9186 - fax