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PREFERENCE  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

96 SEP 10 PM 1:48  
DIVISION OF CORPORATION

REFERENCE : 080434 80627A

AUTHORIZATION :

*Patricia Pajula*

COST LIMIT : \$ 70.00

ORDER DATE : September 10, 1996

ORDER TIME : 11:55 AM

ORDER NO. : 080434

CUSTOMER NO: 80627A

800001948809

CUSTOMER: Alan Lorber, Esq  
ALAN R. LORBER, ESQ

4th Floor  
1140 Kane Concourse  
Bay Harbor Isla, FL 33154-2055

DOMESTIC FILING

NAME: GROUP NEXUS TWO, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*CP*  
*9/10/96*

FILED  
SECRETARY OF STATE  
CORPORATE REGISTRARS  
96 SEP 10 PM 3:49

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 10 PM 3:49

ARTICLES OF INCORPORATION  
of  
GROUP NEXUS TWO, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Group Nexus Two, Inc." The initial address of the principal office of this corporation shall be 2520 N. W. 5th Avenue, Miami, Florida 33127, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 400, 1140 Kane Concourse, Bay Harbor Islands, Florida 33154, and the name of the initial registered agent of the corporation at that address is ALAN R. LORBER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MARCELO J. KOCHEN  
2520 N. W. 5th Avenue  
Miami, Florida 33127

CARLOS D. KOCHEN  
2520 N. W. 5th Avenue  
Miami, Florida 33127

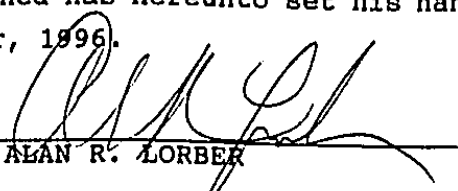
ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

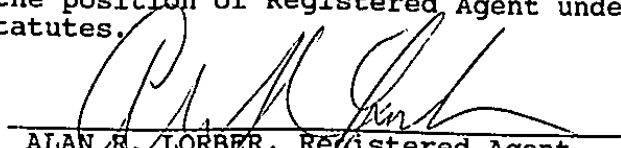
The name and street address of the incorporator to these Articles of Incorporation is: ALAN R. LORBER, Suite 400, 1140 Kane Concourse, Bay Harbor Islands, Florida 33154.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 9th day of September, 1996.

  
ALAN R. LORBER

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
ALAN R. LORBER, Registered Agent