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PREPARED BY: ACCOUNT NO. : 072100000032

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DIVISION OF CORPORATION

REFERENCE : 080434 80627A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : September 10, 1996

ORDER TIME : 11:56 AM

ORDER NO. : 080434

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CUSTOMER NO: 80627A

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

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

DOMESTIC FILING

NAME: GROUP NEXUS THREE, INC.

EFFECTIVE DATE:

XX 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:

af
9/10/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
of
GROUP NEXUS THREE, 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 Three, 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

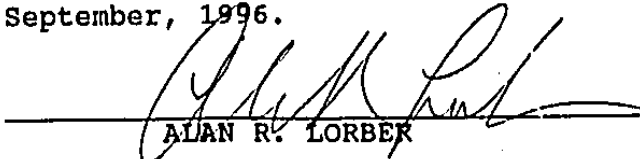
ARTICLE VII. PREEMPTIVE RIGHTS

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