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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS
075467000342

ACCT#:

CONTACT: BETH A MARLEY
PHONE: (305) 358-5000

FAX #:

(305) 579-9749

NAME: 71ST STREET PROPERTIES, INC.

AUDIT NUMBER.....H96000017027

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96/12/04
555-55-0769

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**ARTICLES OF INCORPORATION
OF
71st STREET PROPERTIES, INC.**

96 DEC -4 PM 4:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

71st STREET PROPERTIES, INC.

ARTICLE II

The mailing address of the corporation is:

c/o Zuckerman, Spaeder, Taylor & Evans, LLP
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

The address of the principal office is not known as of the date hereof.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

Prepared by:
Antolin Mesa, Esq., Bar No.: 0080690
Zuckerman Spaeder Taylor & Evans, LLP
201 South Biscayne Blvd., Suite 900
Miami, FL 33131
Phone No.: (305) 358-5000

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ARTICLE VI

The address of the initial registered office is 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is MICHAEL STEVEN GREENE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is ONE, whose name and address is:

MICHAEL STEVEN GREENE
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

ARTICLE IX

The name and address of the Incorporator is MICHAEL STEVEN GREENE, 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131.

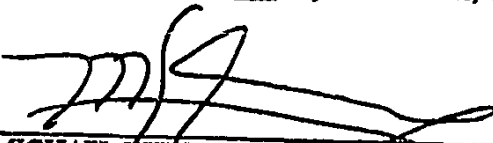
ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, MICHAEL STEVEN GREENE, being the Incorporator of this corporation, make and file these Articles of Incorporation this 4th day of December, 1996.


MICHAEL STEVEN GREENE, INCORPORATOR

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

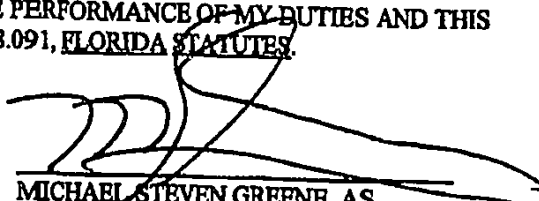
71st STREET PROPERTIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL STEVEN GREENE, AN INDIVIDUAL
WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA. MICHAEL STEVEN GREENE'S BUSINESS OFFICE IS IDENTICAL WITH THE
REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:
MICHAEL STEVEN GREENE
201 SOUTH BISCAYNE BOULEVARD, SUITE 900
MIAMI, FLORIDA 33131


MICHAEL STEVEN GREENE, INCORPORATOR

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH
ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM
FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS
POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.


MICHAEL STEVEN GREENE, AS
REGISTERED AGENT FOR 71st STREET
PROPERTIES, INC.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SWORN TO AND SUBSCRIBED before me this 4th day of December, 1996.

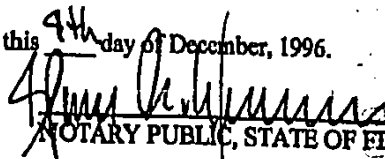
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BLANCA R. MENESES
My Comm Exp. 3/16/97
Bonded By Service Inc
No. C0266889

X (Print Name) (Other L.D.)


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My Commission Expires: