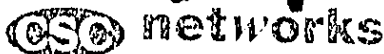


P96000099798

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-1171
222-1171 FAX

800-342-8086



ORDER DATE

ACCOUNT NO. : 072100000032

REFERENCE : 182248 4303929

AUTHORIZATION : Patricia K.

COST LIMIT : \$ 122.50

95 DEC 10 AM 9:18

SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : December 10, 1996

ORDER TIME : 11:16 AM

ORDER NO. : 182248-005

CUSTOMER NO: 4303929

800002025319--2

CUSTOMER: Joan B. Jensen, Esq
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: 31 YACHT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

51
12/10
RECEIVED
95 DEC 10 AM 9:18

ARTICLES OF INCORPORATION
OF
31 YACHT CORP.

96 DEC 10 AM 9:18
STATE
DIVISION

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

ARTICLE I. NAME

The name of the corporation shall be:

31 YACHT CORP.

The address of the principal office of this corporation shall be 1172 South Dixie Highway, Suite 427, Coral Gables, Florida 33146 and the mailing address of the corporation 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 100 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 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Joan Burton Jensen
Dir./Pres

1172 South Dixie Highway, Suite 427
Coral Gables, Florida 33146

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on December 10, 1996

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

96DEC 10 AM 9:18

SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

SKD/skd