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TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171  
904-222-0171

**P96000100944**  
**CSC networks**

PRITCHETT HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 187338 4303929

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : December 13, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 187338-005

CUSTOMER NO: 4303929

8000002028728--2

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: ALHAMBRA INVESTMENT  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED  
96 DEC 13 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 13 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-13-96  
KR

ARTICLES OF INCORPORATION  
OF  
ALHAMBRA INVESTMENT CORPORATION

FILED  
96 DEC 13 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ALHAMBRA INVESTMENT CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 255 Alhambra Circle, Suite 1100, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 255 Alhambra Circle, Suite 1100, City of Coral Gables, County of Dade, State of Florida 33134, and the name of its initial registered agent at such office is Agnes Arcia.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the

name and address of the member of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Philip F. Blumberg  
255 Alhambra Circle  
Coral Gables, Florida 33134

**ARTICLE VII**

The name of the Incorporator is Nancy Lash and the address of the Incorporator is 1221 Brickell Avenue, Suite 2400, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of December, 1996.

  
\_\_\_\_\_  
Nancy Lash - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of ALHAMBRA INVESTMENT CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Agnes Arcia - Registered Agent

Dated: December 12, 1996