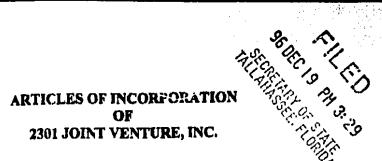
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Examiner's Initials



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following orticles of Incorporation:

### ARTICLE I

The name of the corporation is 2301 Joint Venture, Inc. (hereinafter called the "Corporation").

## ARTICLE II MAILING ADDRESS

The mailing address of the Corporation is 200 South Andrews Avenue, 6th Floor, Ft. Lauderdale, Florida 33301.

## ARTICLE III CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Tcn Thousand (10,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

# ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 216 South Monroe Street, Suite 200, Tallahassee, Florida 32301. The name of the Corporation's initial registered agent at that office is E. Gary Early.

### ARTICLE V INCORPORATOR

The name and address of the incorporator of the Corporation is E. Gary Early, 216 South .Monroe Street, Suite 200, Tallahassee, Florida 32301.

#### ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of December, 1996.

E. Gary Early, Incorporator

#### CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of 2301 Joint Venture, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 19th day of December, 1996.

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