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TO: Loria Poole
 COMPANY: Secretary of State
 TELEPHONE FAX NUMBER: 1-904-487-6013
 FROM: Robert B. Smith, Esq.

REGARDING: _____

NUMBER OF PAGES: 1 (INCLUDING THIS COVER PAGE)COMMENTS OR SPECIAL INSTRUCTIONS: Loria-

Thank you for your help.

EFFECTIVE DATE:
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 TALLAHASSEE, FLORIDA

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1/10/97

ARTICLES OF INCORPORATION

OF

SOUTH OCEAN DRIVE PROJECT, INC.

The undersigned, acting as incorporator of South Ocean Drive Project, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is SOUTH OCEAN DRIVE PROJECT, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

To acquire real property, build-out for condominium units, and manage a restaurant facility.

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TALLAHASSEE FLORIDA

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ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 24,700,000 shares of Class A common stock, having a par value of \$0.20 per share, and 300,000 shares of preferred stock, having a par value of \$2.50 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 169 E. Flagler Street, Suite 700, Miami, Florida 33131 and the name of the corporation's initial registered agent at the address is Robert B. Smith, Jr., Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) or more than four (4). The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
John Thomas Salley	2765 Brickell Court, Miami, Florida 33129
Anthony Hilliard	153 E. Palmetto Pk. Rd. Suite 212 Boca Raton, Florida 33432

Dominique Leroy

169 East Flagler Street
Suite 1428,
Miami, Florida 33131

Robert B. Smith, Jr.,

c/o Robert B. Smith, P.A.
169 East Flagler Street
Suite 700
Miami, Florida 33131

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The names and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
John Thomas Salley	2765 Brickell Court, Miami, Florida 33129
Anthony Hilliard	153 E. Palmetto Pk. Rd. Suite 212 Boca Raton, Florida 33432
Dominique Leroy	169 East Flagler Street Suite 1428, Miami, Florida 33131
Robert B. Smith, Jr.,	c/o Robert B. Smith, P.A. 169 East Flagler Street Suite 700 Miami, Florida 33131

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
John Thomas Salley	2765 Brickell Court Miami, Florida 33129

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as

incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of December, 1996

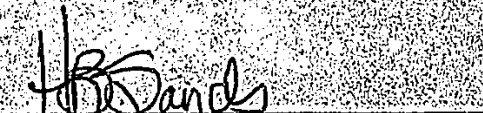

JOHN THOMAS SALLEY

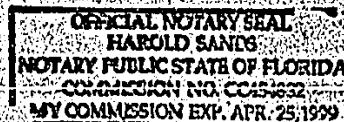
as power
of attorney
J. A. Salley

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by ROBERT B. SMITH, who is personally known.


Notary Public
State of Florida at Large



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for South Ocean Drive Project, Inc., in the foregoing Articles of Incorporation, I, on behalf of South Ocean Drive Project, Inc., a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By 
ROBERT B. SMITH, JR.

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TALLAHASSEE FLORIDA