



THE UNITED STATES
CORPORATION
COMPANY

P97000005379

ACCOUNT NO. : 072100000032

REFERENCE : 206724 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : JANUARY 17, 1997

ORDER TIME : 8:47 AM

ORDER NO. : 206724-005

EFFECTIVE DATE

11-10-97

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

800002061558--1

DOMESTIC FILING

NAME: W/L KEY CORP. II

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

Gail Williams *QIVE*
127-97
KR

KR
1-17-97

FILED
97 JAN 17 PM 3 16
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

W/L KEY CORP. II

EFFECTIVE DATE
1-10-97

97 JAN 17 PM 3:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is W/L KEY CORP. II (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3250 Mary Street, Fifth Floor, Miami, FL 33133.

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 all votes entitled to be cast 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 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

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 two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

SHERWOOD M. WEISER
3250 Mary Street, 5th Floor
Miami, Florida 33133

DONALD E. LEFTON
3250 Mary Street, 5th Floor
Coconut Grove, FL 33133

ARTICLE VII

The name of the Incorporator is Marshall R. Pasternack and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 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.

ARTICLES IX

This Corporation shall be effective as of the 10 day of JAN., 1997.

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 ____ day of December, 1996.



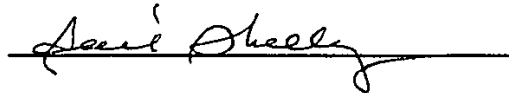
MARSHALL R. PASTERNAK,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of W/L KEY CORP. II, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY,
INC., Registered Agent

BY:
Its:



Dated: December __, 1996

FILED
97 JAN 17 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA