



ACCOUNT NO. : 072100000032

REFERENCE : 239299 4311473

AUTHORIZATION :

COST LIMIT : \$ 131.25

ORDER DATE : January 28, 1997

ORDER TIME : 12:18 PM

ORDER NO. : 239299-005

4000002071494--1

CUSTOMER NO: 4311473

CUSTOMER: Patricia Green, Esq
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: TCG CARLISLE LAKES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
97 JAN 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 28 PM 1:31
DIVISION OF CORPORATION

VL
1-29-97

ARTICLES OF INCORPORATION
OF
TCG CARLISLE LAKES, INC.

FILED
97 JAN 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is TCG CARLISLE LAKES, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2121 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Shawn Wilson Lloyd J. Boggio	c/o The Carlisle Group 2121 Ponce de Leon Blvd. Coral Gables, Florida 33134

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Stewart I. Marcus	2121 Ponce de Leon Blvd. Coral Gables, Florida 33134
Lloyd Boggio	2121 Ponce de Leon Blvd. Coral Gables, Florida 33134
Bruce Greer	2121 Ponce de Leon Blvd. Coral Gables, Florida 33134

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Patricia K. Green

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

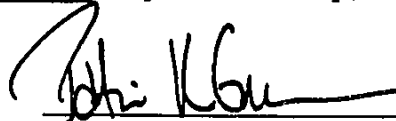
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

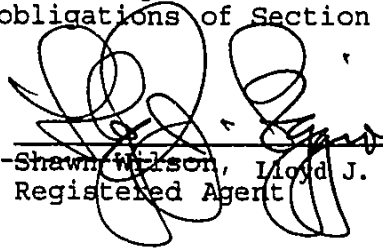
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 23 day of January, 1997.



Patricia K. Green,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent
contained in the foregoing Articles of Incorporation and state that
I am familiar with and accept the obligations of Section 607.0501
of the Florida Statutes.



Shawn Wilson, Lloyd J. Boggio
Registered Agent

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97 JAN 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA