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THE UNITED STRIES *Corporation*

ACCOUNT	NO.	:	072100000032

REFERENCE: 281014

COST LIMIT : \$ 70.00

ORDER DATE: March 4, 1997

ORDER TIME: 3:39 PM

2000002104372---2

ORDER NO. : 281014-005

CUSTOMER NO: 9229A

CUSTOMER: Ms. Jackie Gonzalez

THOMAS L. DAVID, ESQ

1428 Brickell Avenue

8th Floor

Miami, FL 33131

DOMESTIC FILING

NAME: 11 RIO LAS OLAS CORP.

(11 "The Waves" Pine Coy.)

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

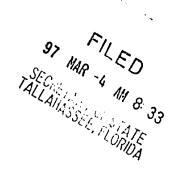
CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

K.R. MAR - 5 1997

ARTICLES OF INCORPORATION OF

11 RIO LAS OLAS CORP.



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

11 RIO LAS OLAS CORP.

The address of the principal office of this corporation shall be 11 Hendricks Isle, Ft. Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Martha Lagerquist Dir. 11 Hendricks Isle Ft. Lauderdale, Florida 33301

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 4, 1997.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B Rozar

SKD/das

FILED
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