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WRITER'S DIRECT DIAL:

April 7, 1997

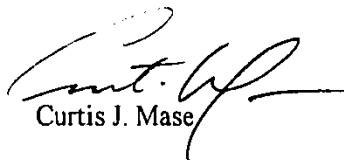
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

Enclosed are the Articles of Incorporation together with a filing fee in the amount of \$122.50. Please file the same and provide me with a certificate indicating the date of filing and the acceptance of these articles.

Sincerely,


Curtis J. Mase

CJM/dsc/#11166
Enclosures

OK
4/10/97

ARTICLES OF INCORPORATION
OF
RGW ASSOCIATES, INC.

FILED
97 APR -9 AM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the corporation is: RGW ASSOCIATES, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the filing of these articles and shall continue indefinitely thereafter.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue One Thousand (1, 000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 3410 Durango Street, Coral Gables, Florida 33134.

ARTICLE VI

Registered office and Agent

The street address of the corporation's initial registered office is 1001 South Bayshore Drive, Suite 2600, Miami, Florida 33131. The name of the initial registered agent at such office is Curtis J. Mase.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE VIII

Incorporator

(a) The name and address of the incorporator of the corporation are: Curtis J. Mase, 1001 South Bayshore Drive, Suite 2600, Miami, Florida 33131.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 1997.

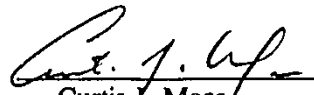

Curtis J. Mase

ACCEPTANCE OF APPOINTMENT

AS

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 set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Curtis J. Mase

#10932